



BOULT • CUMMINGS  
CONNERS • BERRY PLC

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February 14, 2003

VIA HAND DELIVERY  
TN REGULATORY AUTHORITY  
DOCKET ROOM

Honorable Sara Kyle, Chairman  
Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, Tennessee 37243

Re: Application of BullsEye Telecom, Inc.  
for Authority to Provide Facilities-Based Local Exchange  
Telecommunications Services

03-00126

Dear Chairman Kyle:

BullsEye Telecom, Inc. ("BullsEye" or "Applicant") hereby submits the enclosed Application for a Certificate of Convenience and Necessity. The Applicant seeks authority to provide facilities-based local exchange telecommunications services in Tennessee.

An original and fourteen (14) copies of the Application are provided. Filed under separate cover are Exhibits E-1 and E-2 to the Application, which contain proprietary information. Because this information is highly confidential, BullsEye requests that the Tennessee Regulatory Authority not disclose these Exhibits to the public or to any of the Applicant's competitors.

Also enclosed is a check in the amount of \$25.00 for filing fees. Notice of this filing has been served on interested parties.

Please date-stamp one copy and return it to the undersigned. If you have questions regarding this matter, or if you require additional information, please give me a call at 252-2302.

Very truly yours,

BOULT, CUMMINGS, CONNERS & BERRY, PLC

By:

April A. Ingram

AAI/aai

cc: Monique Byrnes, TMI

**BEFORE THE TENNESSEE REGULATORY AUTHORITY**

In the Matter of )  
**BullsEye Telecom, Inc.** ) TRA Docket No. \_\_\_\_\_  
For a Certificate to Provide Competing )  
Local Exchange Telecommunications Services )

**APPLICATION FOR AMENDED AUTHORITY TO PROVIDE FACILITIES-BASED LOCAL  
EXCHANGE TELECOMMUNICATIONS SERVICES**

Pursuant to applicable Tennessee Statutes and the Rules and regulations of the Tennessee Regulatory Authority and Section 253 of the Federal Telecommunications Act of 1996 ("Act"), BullsEye Telecom, Inc. ("BullsEye" or "Applicant") respectfully requests that the Tennessee Regulatory Authority ("TRA") grant BullsEye authority to provide facilities-based local exchange telecommunications services, including exchange access telecommunications services, within the State of Tennessee.

*In support of its Application, BullsEye submits the following:*

**I. Administrative Requirements**

A. BullsEye is willing and able to comply with all applicable rules and regulations in Tennessee pertaining to the provision of competing local telecommunications services.

B. Corporate name of service provider:

BullsEye Telecom, Inc.

C. Corporate address of service provider:

25900 Greenfield Road, Suite 330  
Oak Park, MI 48237  
Telephone: 248-784-2500  
Facsimile: 248-784-2501  
Toll Free: 877-638-2855

All correspondence, notices, inquiries, and other communications regarding this Petition should be addressed to:

April Ingram  
Boult, Cummings, Conners & Berry PLC  
414 Union Street, Suite 1600  
Nashville, TN 37219  
(615) 244-2582

Contact name and address at the Company is:

Charles L. Schneider, Jr.  
BullsEye Telecom, Inc.  
25900 Greenfield Road, Suite 330  
Oak Park, MI 48237  
Telephone: 248-784-2515  
Facsimile: 248-784-2501

E. Corporate Principal Officers:

The names and address of the Applicants corporate officers are listed in Exhibit A of this application.

F. Principal Officers in Tennessee

The company does not have any employees in the state of Tennessee. Company operations will be managed centrally at the Oak Park, Michigan headquarters location.

G. Copy of Articles of Incorporation

BullsEye Telecom, Inc. is a Michigan corporation with the following corporate history:

Enterprise Network Solutions, L.L.C., registered with the Michigan Department of Consumer and Industry Services on May 25, 1999. The company filed an assumed name of BullsEye Telecom.

BT Merger Company was formed and filed its Articles of Incorporation effective April 3, 2000 with the Michigan Department of Consumer and Industry Services.

Enterprise Network Solutions, L.L.C. and BT Merger Company merged on April 21, 2000 with the surviving entity being BT Merger Company. The assumed name of BullsEye Telecom was transferred to the surviving entity.

BT Merger Company name was changed to BullsEye Telecom, Inc.

Exhibit B contains all of the documents related to the above, including all Articles of Organization/Incorporation.

H. Copy of license to do business in the state of Tennessee.

Please see Exhibit C.



### **1II. Managerial Requirements**

BullsEye is managerially qualified to provide facilities-based local exchange services throughout Tennessee. BullsEye has an excellent senior management team, backed by experienced employees, who are competent in telephony engineering, operations and marketing. Attached hereto as Exhibit D is a list of names and biographies of the senior management team of BullsEye.

### **III. Technical Requirements**

#### **A. Proposed network data**

1. Geographic area coverage: BullsEye intends to offer service throughout areas currently served by BellSouth.
2. The company does not intend to deploy switches, but rather offer service based on an Unbundled Network Element Platform.
3. BullsEye is not planning to build any facilities in Tennessee. Instead it will lease lines, switches and interconnection (including the recombination of these elements into a complete service) from BellSouth.
4. The company does not intend to deploy equipment in Tennessee.
5. BullsEye proposes to provide facilities-based prepaid local exchange service via UNE-P (Unbundled Network Element Platform). Applicant's local traffic will be routed entirely over the networks of the underlying incumbent LEC.

BullsEye shall, either directly or through arrangements with its underlying carrier provide the following services: 1) access to 911 and E911 emergency service; 2) white page directory listings and directory assistance; 3) consumer access to and

support for the Tennessee Relay Center in the same manner as the incumbent local exchange telephone companies; 4) free blocking service for 900/976 pay per call services in accordance with TRA policy; 5) Lifeline and Link-up services to qualifying citizens of the state; 6) educational discounts in existence as of June 6, 1995 TRA Rule 1220-4-8-.04.

- B. Since all elements of the network, including lines, switches and interconnection are to be provided by BellSouth, BullsEye will rely on the engineers of BellSouth to construct and maintain its network services.
- C. There are no special CPE requirements that would not be compatible with an incumbent carrier. Since all elements of the network are to be provided by BellSouth, all elements and CPE, if any, will be compatible with the BellSouth network.
- D. Repair and Maintenance
  - 1. BullsEye understands the importance of effective customer service for local service consumers. BullsEye has a toll free customer service telephone number that is available with live operator response 24 hours per day, 7 days per week.
  - 2. The toll free telephone number for customer inquiries, complaints and repair For BullsEye is 1-877-638-2855. In addition, customers may contact the company in writing at the headquarters address or via email to:  
  
customerservice@bullseyetelecom.com

3. The contact for resolution of customer complaints with the TRA is:

Bill Edwards  
VP - Customer Operations  
25900 Greenfield Road, Suite 330  
Oak Park, Michigan 48237  
Telephone: 248) 784-2587  
Facsimile: (248) 784-2501  
Internet E-Mail Address: bedwards@bullseyetelecom.com

4. The contact person responsible for and knowledgeable about the company's operations is:

Thomas A. Marino  
Vice President - Network Operations  
BullsEye Telecom, Inc.  
25900 Greenfield Road, Suite 330  
Oak Park, MI 48237  
Telephone: 214-887-1212  
Facsimile: 214-887-1993  
Internet E-Mail Address: tmarino@bullseyetelecom.com

#### **IV. Financial Requirements**

- A. Estimated cost of network, switches, and unbundled network elements (UNEs).

BullsEye is not proposing to build a network or to deploy switches, but will utilize network and switching provided by BellSouth. UNEs will be provisioned according to the interconnection agreement between BellSouth and BullsEye.

- B. Most recent audited financial statements

BullsEye possesses the financial qualifications required of applicants requesting expanded authority to provide local exchange service on a facilities-basis. Applicant has access to the financing and capital necessary to provide facilities-based local exchange services

throughout Tennessee. In support of this Application, attached hereto as Exhibit E-1, is a copy of the most current financial statements.

C. Projected financial Statements

Please see Exhibit E-2

D. Capital Expenditures Budget

Not applicable as no construction is to be undertaken by BullsEye. The costs of Tennessee operations will consist of leasing UNE-P and additional administrative and sales overhead. BullsEye is already operating as an interexchange carrier in Tennessee and is operating as a facilities-based local exchange service provider in several states. The incremental administrative and sales costs are not projected to be significant for the company. No new funds or capital will be required to expand the company's services in Tennessee.

E. Reciprocal Compensation for terminating ISP traffic.

Not applicable.

F. Bond requirement

The company is in the process of obtaining a \$20,000 bond and will file this bond under separate cover.

V. **Small and Minority-Owned Telecommunications Business Participation Plan**

Please see Exhibit F.

**VI. TRA Rules for Local Telecommunications Providers**

The company provides evidence with this application that notice of the application has been served on the eighteen (18) incumbent local exchange companies in Tennessee. Please see Exhibit G.

**VII. Toll Dialing Parity Plan**

Please see Exhibit H.

### **VIII. Numbering Issues**

1. What is your company's expected demand for NXXs per NPA within a year of approval of your application?

None.

2. How many NXXs do you estimate that you will request from NANPA when you establish your service footprint?

None. As a UNE-P provider all orders will be provided through BellSouth

3. When and in what NPA do you expect to establish your service footprint?

The company intends to offer service in territory currently served by BellSouth.

4. Will the company sequentially assign telephone numbers within NXXs?

Not applicable.

5. What measures does the company intend to take to conserve Tennessee numbering resources?

The company will comply with resource conservation measures as per BellSouth procedures.

6. When ordering new NXXs for growth, what percentage fill of an existing NXX does the company use to determine when a request for a new NXX will be initiated?

Not applicable.

## **IX. Tennessee Specific Operational Issues**

1. How does the company intend to comply with TCA §65-21-114? In its description, please explain technically how the company will not bill for countywide calls within Tennessee.

Initially BullsEye plans to mirror or offer the calling areas than those of BellSouth. To the extent that BellSouth provides countywide calling BullsEye will as well.

2. Is the company aware of the Tennessee County Wide Calling database maintained by BellSouth and the procedures to enter your telephone numbers on the database?

Yes, the company is aware of the database and the procedures involved.

3. How does your company intend to provide metro area toll-free calling ("MAC") around Memphis, Nashville, Knoxville and Chattanooga?

No. The company does not have plans to offer presently.

4. Is the company aware of the MAC database maintained by BellSouth and the procedures to enter your telephone numbers on the database?

Yes, the company is aware of the database and the procedures involved.

5. Please provide the name and telephone number of an employee of your company that will be responsible to work with the TRA in resolving customer complaints.

Bill Edwards  
VP - Customer Operations  
25900 Greenfield Road, Suite 330  
Oak Park, Michigan 48237  
Telephone: 248) 784-2587  
Facsimile: (248) 784-2501  
Internet E-Mail Address: bedwards@bullseyetelecom.com

6. Does the company intend to telemarket its services in Tennessee? If yes, is the company aware of the telemarketing statutes and regulations found in TCA §65-4-401 et seq. And Chapter 1220-4-11?

The company does not have telemarketing plans at this time, but is aware of the state's regulations.

**X. Miscellaneous**

A. Sworn pre-filed testimony is provided in Exhibit I.

B. Upon certification and prior to commencing service, BullsEye will file a proposed tariff for its end user local exchange offerings (containing rates along with terms, and conditions of service) with the Commission for its review.

C. Status of BullsEye in other states

BullsEye currently provides service in Illinois, Indiana, Ohio, Michigan and Wisconsin.

The company is currently authorized to provide service in the following additional states: California, Colorado, Florida, Georgia, Iowa, Kansas, Maryland, Massachusetts, Minnesota, Missouri, New Hampshire, New Jersey New York, North Carolina, Oklahoma, Pennsylvania, Rhode Island, Texas, Virginia and Washington.

The company has an application pending in Kentucky.

D. BullsEye is not currently involved in any mergers or acquisitions. The company is not a subsidiary of another corporation.



E. BullsEye is in the process of obtaining a bond for \$20,000 and will file the bond under separate cover.

F. Complaints filed with state and federal regulatory agencies.  
Please see Exhibit J.

G. Proposed Service Area

BullsEye proposes to offer its services throughout the State of Tennessee in areas currently served by BellSouth and Sprint/United which are designated open to competition.

Currently, the company does not intend to offer service in areas served by any incumbent local exchange telephone company with fewer than 100,000 total access lines. BullsEye will mirror the local calling scopes of the incumbent local exchange companies, as required by this Commission, until the Commission orders otherwise.

H. The company will provide a Wireline Activity Report to the TRA on a monthly basis once the company begins operations in the state.

## **XI. Public Interest**

Grant of BullsEye's Application to provide facilities-based local exchange services is in the public interest and serves the public convenience and necessity. In enacting the Federal Telecommunications Act of 1996, the United States Congress determined that it is in the public interest to promote competition in the provision of telecommunications services, including local exchange services. Experience with competition in other telecommunications markets, such as long distance, competitive access, and customer premises equipment, demonstrates the benefits that competition can bring to consumers. Consumers are enjoying increased services, lower prices, higher quality, and greater reliability. This is true not only with respect to the service offerings of the new entrants, but also as a result of the response of incumbent monopoly providers to the introduction of competition.

Most competition in the local exchange market has been for business customers. BullsEye plans to bring the benefits of competition to Tennessee's residential consumers. BullsEye's proposed services will provide multiple public benefits by increasing the competitive choices available to users in Tennessee. Enhanced competition in telecommunications services likely will further stimulate economic development in Tennessee. In addition, increased competition will create incentives for all carriers to offer lower prices, more innovative services, and more responsive customer service.

**XII. Statement of Compliance**

BullsEye agrees to abide by TCA §65-4-201 and all applicable state statutes and all applicable Orders, Rules and Regulations entered and adopted by the Tennessee Regulatory Authority.

WHEREFORE, BullsEye Telecom, Inc. respectfully requests that the Commission enter an Order granting BullsEye's Application for a Certificate to Provide Competing Local Telecommunications Services throughout the State of Tennessee.

Respectfully submitted,

Counsel for BullsEye Telecom, Inc.



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April Ingram  
Boult Cummings, Conners & Berry PLC  
Union Street, Suite 1600  
Nashville, TN 37219  
(615) 244-2582

TN Bar # 18052

**VERIFICATION**

State of Michigan

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) : SS

County of

)

I, Peter K. LaRose, hereby declare under penalty of perjury, that I am Vice President - Finance of BullsEye Telecom, Inc., the Petitioner in this proceeding; that I am authorized to make this verification on behalf of BullsEye Telecom, Inc.; that I have read the foregoing Petition and exhibits; and that the facts stated therein are true and correct to the best of my knowledge, information and belief.



Peter K. LaRose  
Vice President  
BullsEye Telecom, Inc.

Subscribed and sworn to before me this 22<sup>nd</sup> day of January, 2003.



Notary Public

**JANETE. WARD**  
NOTARY PUBLIC OAKLAND CO., MI  
MY COMMISSION EXPIRES Sep 6, 2009



## **Exhibits**

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## **Exhibit A**

### **Corporate Officers and Directors**

**BullsEye Telecom, Inc.  
Officers and Directors**

**Officers - January 1, 2002**

William H. Oberlin	Chairman and Chief Executive Officer
Peter K. LaRose	Vice President - Finance, Treasurer & Secretary
Scott R. Loney	Vice President - Marketing
Thomas F. Tisko	Vice President - Business Operations
Bill R. Edwards	Vice President - Customer Service
Thomas A. Marino	Vice President - Network Operations

**Directors - February 2002**

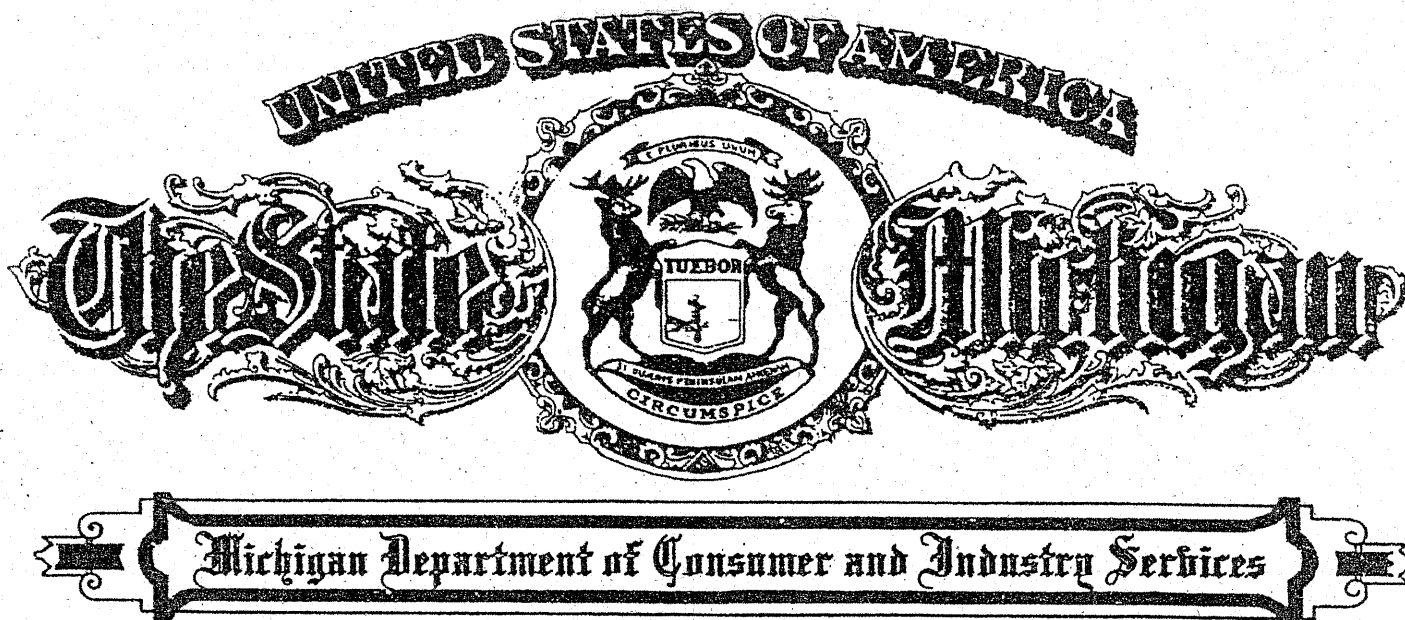
William H. Oberlin	Chairman	CEO BullsEye Telecom, Inc.
Steven A. Columbaro	Director	Wachovia Capital Partners,
Stephen J. Eley	Director	BCI Partners
C. Alan Peyser	Director	Chairman Simplexity.com
John M. Zrno	Director	Private Investor

Officers for BullsEye are located at 25900 Greenfield Road, Suite 330, Oak Park, MI 48237.

## **Exhibit B**

### **Articles of Incorporation**





Lansing, Michigan

*This is to Certify That*

**BULLSEYE TELECOM, INC.**

*was validly incorporated on April 3, 2000, as a Michigan profit corporation, and said corporation is validly in existence under the laws of this state.*

*This certificate is issued to attest to the fact that the corporation is in good standing in Michigan as of this date and is duly authorized to transact business or conduct affairs in Michigan and for no other purpose.*

*This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.*



*In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 25th day of January, 2002*

*Andrew J. Mett*, Director

Bureau of Commercial Services

GOLD SEAL APPEARS ONLY ON ORIGINAL

MICHIGAN DEPARTMENT OF CONSUMER AND INDUSTRY SERVICES  
CORPORATION, SECURITIES AND LAND DEVELOPMENT BUREAU

Date Received

(FOR BUREAU USE ONLY)

Name: Brendan J. Cahill  
Dykema Gossett PLLC  
Address: 1577 North Woodward, Ste 300  
Bloomfield Hills, MI 48304

EFFECTIVE DATE:

DOCUMENT WILL BE RETURNED TO NAME AND ADDRESS INDICATED ABOVE

**RESTATED ARTICLES OF INCORPORATION**  
**For use by Domestic Corporations**

*Pursuant to the provisions of Act 284, Public Acts of 1972, the undersigned corporation executes the following Articles:*

1. The present name of the corporation is:  
BT Merger Company
2. The identification number assigned by the Bureau is: 296-45A
3. All former names of the corporation are:  
N/A
4. The date of filing the original Articles of Incorporation was: April 3, 2000

*The following Restated Articles of Incorporation supersede the Articles of Incorporation as amended and shall be the Articles of Incorporation for the corporation*

**ARTICLE I**  
**Name**

The name of the corporation is BullsEye Telecom, Inc.

## ARTICLE II

### Purpose

The purpose or purposes for which the corporation is organized are to engage in any activity within the purposes for which corporations may be formed under the Business Corporation Act of Michigan.

## ARTICLE III

### Authorized Capital

The total authorized capital stock of the corporation is 11,990,000 shares of Common Stock and 10,000 shares of Preferred Stock.

A statement of all or any of the designations and the powers, preferences and rights, and the qualifications, limitations or restrictions thereof is as follows:

#### Preferred Stock

1. Issuance in Series. The Preferred Stock may be issued in one or more series and the shares of all series will rank equally and be substantially identical in all respects, except that with respect to each series the Board of Directors may fix, among other things, the dividends payable thereon, the times and prices of redemption, if any, the amount payable upon liquidation, the retirement or sinking fund, if any, the conversion rights, if any, the restrictions, if any, on the payment of dividends or to retirements of junior stock, the limitations, if any, on the creation of indebtedness or the issuance of stock of equal or prior rank, and the number of shares to comprise each series.
2. Dividend Rights. The Board of Directors is authorized to determine whether, and the terms and conditions upon which, the shares of Preferred Stock of each series will be entitled to receive dividends, and whether such dividends shall be cumulative.
3. Redemption Provisions. The Board of Directors is authorized to determine whether, and the terms and conditions upon which, the shares of Preferred Stock of each series will have redemption rights. The shares of Preferred Stock of each series, if redeemable, will be redeemable at a time so fixed and determined, in whole or in part, and by lot or in such other manner as the Board of Directors may determine.
4. Sinking Fund. The Board of Directors is authorized to determine whether, and the terms and conditions upon which, the shares of Preferred Stock of each series shall be entitled to the benefits of a retirement or sinking fund.

5. Conversion Rights. The Board of Directors is authorized to determine whether, and the terms and conditions upon which, the shares of Preferred Stock of each series shall have conversion or exchange rights.

6. Voting Rights. The Board of Directors is authorized to determine whether, and the terms and conditions upon which, the shares of Preferred Stock of each series shall have voting rights.

7. General. The Board of Directors is authorized to determine any other preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions relating to the Preferred Stock, or any series thereof, as shall not be inconsistent with this Article III or Michigan law. The terms of any series of Preferred Stock may be amended without consent of the holders of any other series of Preferred Stock or of the Common Stock, provided such amendment does not substantially adversely affect the holders of such other series of Preferred Stock or the Common Stock.

8. Reissue of Reacquired Shares: Issuance of Additional Shares of Same Series. Shares of any series of Preferred Stock which have been issued and reacquired in any manner, including shares redeemed by purchases (whether through the operation of a retirement or sinking fund or otherwise), will have the status of authorized and unissued Preferred Stock and may be reissued as a part of the series of which they were originally a part or may be reclassified into and reissued as a part of a new series.

9. Amendment to Articles of Incorporation. Any resolution of the Board of Directors establishing and designating a series of Preferred Stock and fixing and determining the relevant rights and preferences thereof shall be appropriately filed with the State of Michigan as an amendment to the Articles of Incorporation.

### Common Stock

Subject to the preferences accorded the holders of Preferred Stock pursuant to the Articles of Incorporation or action of the Board of Directors taken with respect to such preferences, holders of Common Stock are entitled to receive such dividends as may be declared by the Board of Directors of the corporation from time to time. Subject to the preferences provided in the Articles of Incorporation or action of the Board of Directors taken with respect to such preferences, in the event of any liquidation, dissolution or winding up of the corporation, the holders of Common Stock will be entitled to receive pro rata all the remaining assets of the corporation available for distribution. Holders of Common Stock shall have equal voting and other rights share for share.

#### ARTICLE IV

##### Registered Office and Resident Agent

The address and mailing address of the initial registered office is 26935 Northwestern Highway, Suite 520, Southfield, Michigan 48034. The name of the initial resident agent is Peter K. LaRose.

#### ARTICLE V

##### Limitation of Director Liability

No director of the corporation shall be personally liable to the corporation or its shareholders for money damages for any action taken, or any failure to take any action, except liability for any of the following: (1) the amount of a financial benefit received by a director to which he or she is not entitled; (2) intentional infliction of harm on the corporation or its shareholders; (3) a violation of §551 of the MBCA, MCLA 450.1551, MSA 21.200(551); or (4) an intentional violation of criminal law.

If the MBCA hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the corporation, in addition to the limitation on personal liability contained herein, shall be limited to the fullest extent permitted by the amended MBCA as so amended. No amendment or repeal of this Article V shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

#### ARTICLE VI

##### Compromise, Arrangement, or Plan of Reorganization

Whenever a compromise or arrangement or any plan of reorganization of this corporation is proposed between this corporation and its creditors or any class of them and/or between this corporation and its shareholders or any class of them, any court of equity jurisdiction within the State of Michigan may, on the application of this corporation or of any creditor or any shareholder thereof, or on the application of any receiver or receivers appointed for this corporation, order a meeting of the creditors or class of creditors, and/or of the shareholders or class of shareholders, as the case may be, to be affected by the proposed compromise or arrangement or reorganization, to be summoned in such manner as said court directs.

If a majority in number, representing three-fourths (3/4) in value of the creditors or class of creditors, and/or of the shareholders or class of shareholders, as the case may be, to be affected by the proposed compromise or arrangement or reorganization, agrees to any compromise or arrangement or to any reorganization of this corporation as a consequence of such compromise or arrangement, said compromise or arrangement and said reorganization shall, if sanctioned by the court to which

the said application has been made, be binding on all the creditors or class of creditors, and/or on all the shareholders or class of shareholders, as the case may be, and also on this corporation.

#### ARTICLE VII

##### Corporate Action Without Meeting of Shareholders

Any action required or permitted by the MBCA to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, is signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all shares entitled to vote thereon were present and voted. The written consents shall bear the date of signature of each shareholder who signs the consent. No written consents shall be effective to take the corporate action referred to unless, within 60 days after the record date for determining shareholders entitled to express consent to or dissent from a proposal without a meeting, written consents dated not more than 10 days before the record date and signed by a sufficient number of shareholders to take the action are delivered to the corporation. Delivery shall be to the corporation's registered office, its principal place of business, or an officer or agent of the corporation having custody of the minutes of the proceedings of its shareholders. Delivery made to a corporation's registered office shall be by hand or by certified or registered mail, return receipt requested.

Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to shareholders who would have been entitled to notice of the shareholder meeting if the action had been taken at a meeting and who have not consented in writing.

BH250842.1  
IDA BJC

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MICHIGAN DEPARTMENT OF CONSUMER AND INDUSTRY SERVICES CORPORATION, SECURITIES AND LAND DEVELOPMENT BUREAU		
Date Received	ADJUSTED PURSUANT TO TELEPHONE AUTHORIZATION	(FOR BUREAU USE ONLY)
APR 28 2000	Brendan	1032 <b>FILED</b> APR 28 2000 Administrator CORP. SECURITIES & LAND DEV. BUREAU
Name: Brendan J. Cahill Dykema Gossett PLLC Address: 1577 North Woodward, Ste 300 Bloomfield Hills, MI 48304		EFFECTIVE DATE:
DOCUMENT WILL BE RETURNED TO NAME AND ADDRESS INDICATED ABOVE		

**CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION**  
**For use by Domestic Profit and Nonprofit Corporations**  
(Please read information and instructions on the last page)

*Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), or Act 162, Public Acts of 1982 (nonprofit corporations), the undersigned corporation executes the following Certificate:*

- The present name of the corporation is:  
  
BullsEye Telecom, Inc.
- The corporation identification number (CID) assigned by the Bureau is: 296-45A
- Article III of the corporation's Articles of Incorporation is hereby amended to read in its entirety as follows:

**ARTICLE III**  
**Authorized Capital**

The total authorized capital stock of the corporation is 19,000,000 shares of Common Stock and 4,000,000 shares of Preferred Stock.

A statement of all or any of the designations and the powers, preferences and rights, and the qualifications, limitations or restrictions thereof is as follows:

**Preferred Stock**

6/16/512<sup>50</sup> 96677 ACK

1. Issuance in Series. The Preferred Stock may be issued in one or more series and the shares of all series will rank equally and be substantially identical in all respects, except that with respect to each series the Board of Directors may fix, among other things, the dividends payable thereon, the times and prices of redemption, if any, the amount payable upon liquidation, the retirement or sinking fund, if any, the conversion rights, if any, the restrictions, if any, on the payment of dividends or to retirements of junior stock, the limitations, if any, on the creation of indebtedness or the issuance of stock of equal or prior rank, and the number of shares to comprise each series.

2. Dividend Rights. The Board of Directors is authorized to determine whether, and the terms and conditions upon which, the shares of Preferred Stock of each series will be entitled to receive dividends, and whether such dividends shall be cumulative.

3. Redemption Provisions. The Board of Directors is authorized to determine whether, and the terms and conditions upon which, the shares of Preferred Stock of each series will have redemption rights. The shares of Preferred Stock of each series, if redeemable, will be redeemable at a time so fixed and determined, in whole or in part, and by lot or in such other manner as the Board of Directors may determine.

4. Sinking Fund. The Board of Directors is authorized to determine whether, and the terms and conditions upon which, the shares of Preferred Stock of each series shall be entitled to the benefits of a retirement or sinking fund.

5. Conversion Rights. The Board of Directors is authorized to determine whether, and the terms and conditions upon which, the shares of Preferred Stock of each series shall have conversion or exchange rights.

6. Voting Rights. The Board of Directors is authorized to determine whether, and the terms and conditions upon which, the shares of Preferred Stock of each series shall have voting rights.

7. General. The Board of Directors is authorized to determine any other preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions relating to the Preferred Stock, or any series thereof, as shall not be inconsistent with this Article III or Michigan law. The terms of any series of Preferred Stock may be amended without consent of the holders of any other series of Preferred Stock or of the Common Stock, provided such amendment does not substantially adversely affect the holders of such other series of Preferred Stock or the Common Stock.

8. Reissue of Reacquired Shares; Issuance of Additional Shares of Same Series. Shares of any series of Preferred Stock which have been issued and reacquired in any manner, including shares redeemed by purchases (whether through the operation of a retirement or sinking fund or otherwise), will have the status of authorized and unissued Preferred Stock and may be reissued as a part of the series of which they were originally a part or may be reclassified into and reissued as a part of a new series.



9. Amendment to Articles of Incorporation. Any resolution of the Board of Directors establishing and designating a series of Preferred Stock and fixing and determining the relevant rights and preferences thereof shall be appropriately filed with the State of Michigan as an amendment to the Articles of Incorporation.

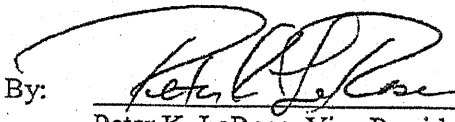
#### Common Stock

Subject to the preferences accorded the holders of Preferred Stock pursuant to the Articles of Incorporation or action of the Board of Directors taken with respect to such preferences, holders of Common Stock are entitled to receive such dividends as may be declared by the Board of Directors of the corporation from time to time. Subject to the preferences provided in the Articles of Incorporation or action of the Board of Directors taken with respect to such preferences, in the event of any liquidation, dissolution or winding up of the corporation, the holders of Common Stock will be entitled to receive pro rata all the remaining assets of the corporation available for distribution. Holders of Common Stock shall have equal voting and other rights share for share.

4. The foregoing amendment to the Articles of Incorporation was duly adopted as of April 27, 2000 by the written consent of the shareholders of the corporation in lieu of a meeting, *in accordance with Section 407(2) of the Act.*

Signed this 27th day of April, 2000.

By:

  
Peter K. LaRose, Vice President

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CERTIFICATE OF DESIGNATIONS, PREFERENCES AND RIGHTS

of

SERIES A CONVERTIBLE PREFERRED STOCK 282

(\$3.50 LIQUIDATION VALUE PER SHARE)

RECEIVED

APR 28 2000

MI Dept. of Consumer & Industry Services  
Corporation, Securities & Land Dev. Bureau

of

BULLSEYE TELECOM, INC.

FILED

APR 28 2000

Administrator  
CORP. SECURITIES & LAND DEV. BUREAU

296-45A

Pursuant to Section 302 of the  
Business Corporation Act of the  
State of Michigan

BULLSEYE TELECOM, INC. (hereinafter called the "Corporation"), a corporation organized under and by virtue of the provisions of the Business Corporation Act of the State of Michigan,

DOES HEREBY CERTIFY:

FIRST: The Restated Articles of Incorporation of the Corporation, as amended (the "Articles of Incorporation"), authorize the issuance of 4,000,000 shares of preferred stock (the "Preferred Stock"), in one or more series, and further authorize the Board of Directors of the Corporation to provide by resolution for the issuance of shares of Preferred Stock in one or more series not exceeding the aggregate number of shares of Preferred Stock authorized by the Articles of Incorporation and to determine with respect to each such series, the dividends payable thereon, the times and prices of redemption, if any, the amount payable upon liquidation, the retirement or sinking fund, if any, the conversion rights, if any, the restrictions, if any, on the payment of dividends or to retirements of junior stock, the limitations, if any, on the creation of indebtedness or the issuance of stock of equal or prior rank, the voting rights thereon, if any, the number of shares to comprise each series, and the qualifications, limitations and restrictions appertaining thereto.

SECOND: A resolution providing for and in connection with the issuance of the Preferred Stock was duly adopted by the Board of Directors pursuant to the provisions of the Articles of Incorporation as aforesaid, which resolution provides as follows:

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RESOLVED: that the Board of Directors, pursuant to authority vested in it by the provisions of the Articles of Incorporation, as amended (the "Articles of Incorporation"), of BULLSEYE TELECOM, INC. (the "Corporation"), hereby authorizes the issuance of a series of convertible preferred stock ("Convertible Preferred Stock") of the Corporation and hereby establishes the series, the dividends payable thereon, the times and prices of redemption, the amount payable upon liquidation, the conversion rights, the restrictions on the payment of dividends or to retirements of junior stock, the limitations on the creation of indebtedness or the issuance of stock of equal or prior rank, the voting rights thereon, the number of shares to comprise such series, and the qualifications, limitations and restrictions appertaining thereto in addition to those set forth in such Articles of Incorporation (or otherwise provided by law) as follows (the following, referred to hereinafter as "this resolution" or "this Certificate of Designations", is to be filed as part of a Certificate of Designations under Section 302 of the Business Corporation Act of the State of Michigan):

1. Designation and Number of Shares. There shall be hereby established a series of Preferred Stock designated as "Series A Convertible Preferred Stock" (the "Series A Preferred Stock"). The authorized number of shares of Series A Preferred Stock shall be 4,000,000 (the "Authorized Series A Preferred Stock").

2. Ranking.

(a) Series A Preferred Stock. The Series A Preferred Stock shall, with respect to the payment of dividends, redemption rights, and the distribution of assets upon the occurrence of the voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation or any other payment or distribution with respect to the capital stock of the Corporation, rank senior to (i) the Common Stock (as defined in Article III of the Articles of Incorporation), and (ii) all shares of each other class or series of capital stock of the Corporation hereafter created which does not expressly rank pari passu with or senior to the Series A Preferred Stock (collectively, the "Junior Stock").

3. Liquidation Preference.

(a) Preferential Distributions. In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary (a "Liquidation Event"), each holder of the Series A Preferred Stock shall be entitled to receive, prior and in preference to any distribution of any of the assets or surplus funds of the Corporation to the holders of the Junior Stock and in the order and manner set forth in this Section 3, the amount of \$3.50 per share (adjusted for any combinations, consolidations, stock splits, stock distributions or stock dividends with respect to such share) for each share of Series A Preferred Stock then held by such holder (the "Series A Liquidation Value").

(b) Priority of Distributions.

(i) Distribution to Series A Preferred Stock. Upon the occurrence of a Liquidation Event, the holders of the Series A Preferred Stock shall be entitled to receive, prior and in preference to any distribution of the assets or surplus funds of the Corporation to the holders of all Junior Stock, their respective Series A Liquidation Value; provided, that if the assets and funds to be distributed among the holders of the Series A Preferred Stock shall be insufficient to permit the payment to such holders of the full aforesaid preferential amounts, then the entire assets and funds of the Corporation legally available for distribution shall be distributed among the holders of the Series A Preferred Stock in proportion to the Series A Liquidation Value each such holder is otherwise entitled to receive pursuant to this Section 3(b).

(ii) Distribution to Junior Preferred Stock. After the payment of the full liquidation preference of the Series A Preferred Stock as set forth in Section 3(b)(i) above, the assets of the Corporation legally available for distribution, if any, shall be distributed to any Junior Stock that is Preferred Stock in accordance with the respective certificate or certificates of designation thereof, prior to and in preference to any distribution of the assets or surplus funds of the Corporation to the holders of Common Stock (unless otherwise specified in such certificate or certificates of designation).

(iii) Distribution to Common Stock. After the payment of the full liquidation preference of the Series A Preferred Stock as set forth in Section 3(b)(i) above and any payments on any Junior Stock that is Preferred Stock as set forth in Section 3(b)(ii), the assets of the Corporation legally available for distribution, if any, shall be distributed ratably to the holders of the Common Stock in proportion to the respective number of Common Stock actually held by them; provided that if the assets and funds to be distributed among the holders of Common Stock shall be insufficient to permit the payment to such holders of the full aforesaid preferential amounts, then the entire assets and funds of the Corporation legally available for distribution shall be distributed among the holders of the Common Stock in proportion to the total issued and outstanding shares of Common Stock held by each such holder.

(c) Inclusion of Certain Transactions.

(i) Change of Control. For purposes of this Section 3, if the holders of at least a majority of the shares of Series A Preferred Stock, so elect and there occurs any of the following events (each, a "Change of Control"): (A) the sale of all or substantially all of the assets of the Corporation; (B) any merger, consolidation, share exchange, recapitalization in which the Corporation is not the surviving entity; or (C) any merger, consolidation, share exchange, recapitalization or issuance, sale or transfer of capital stock of the Corporation, in which any individual, entity or group (within the meaning of Section 13(d)(3) or 14(d)(2) of the Securities Exchange Act of 1934, as amended (the "Exchange Act")) acquires in one transaction or in a series of transactions beneficial ownership (within the meaning of Rule 13d-3 under the Exchange Act) of fifty-one percent (51%) or more of either (1) the then-outstanding shares of Common Stock (determined on an as-converted and fully diluted basis) or (2) the combined voting power of the then outstanding voting securities of the Corporation entitled to vote generally in the election of directors, then, in the case of clause (A), (B) or (C), such Change of Control shall be treated as a Liquidation Event with respect to the Series A Preferred Stock and shall entitle the holders of Series A Preferred Stock then outstanding to receive, upon the consummation of such Change of Control, their respective Series A Liquidation Value in cash, except to the extent that the entire proceeds of such Change of Control together with other amounts available for distribution pursuant to this Section 3 are less than the aggregate Series A Liquidation Value then applicable, in which case all such proceeds and other available amounts shall be distributed in accordance with the priorities set forth in Section 3(b) above.

(ii) In the event the requirements of this Section 3(c) are not complied with, the Corporation shall forthwith either:

(A) cause the closing of any such Change of Control transaction to be postponed until such time as the requirements of this Section 3 have been complied with; or

(B) cancel such transaction, in which event the rights, preferences and privileges of the holders of Series A Preferred Stock shall revert to and be the same as such rights, preferences and privileges existing immediately prior to the date of the first notice referred to in Section 3(c)(iii).

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(iii) The Corporation shall give each holder of record of Series A Preferred Stock written notice of such impending Change of Control not later than twenty (20) days prior to the stockholders' meeting called to approve such Change of Control or on the execution date or effective date (whichever is earlier) of the stockholders' written consent to approve such Change of Control, or twenty (20) days prior to the closing of such Change of Control, whichever is earlier, and shall also notify such holders in writing of the final approval of such Change of Control. The first of such notices shall describe the material terms and conditions of the impending Change of Control and the provisions of this Section 3, and the Corporation shall thereafter give such holders prompt notice of any material changes. The closing of the Change of Control transaction shall in no event take place sooner than twenty (20) days after the Corporation has given the first notice provided for herein or sooner than ten (10) days after the Corporation has given notice of any material changes provided for herein; provided, that such periods may be shortened upon the written consent of the holders of a majority of the shares of Series A Preferred Stock that are entitled to such notice rights or similar notice rights.

(d) Determination of Fair Value. Whenever the distribution provided for in this Section 3 shall be payable in securities or property other than cash, the "fair value" of the securities or property to be distributed in such event shall be determined as follows:

(i) Securities not subject to investment letter or other similar restrictions on free marketability:

(A) if the distribution would be payable in securities listed on a national securities exchange or the Nasdaq National Market, the fair value of such securities shall be deemed to be the average of the closing prices of such securities on such exchange or Market for the twenty (20) trading days ending five (5) trading days prior to the date of the closing of the transaction giving rise to such distribution;

(B) if the distribution would be payable in securities actively traded over-the-counter, the fair value of such securities shall be the average of the closing sale prices (or, if there is no sale, the closing bid prices) of such securities for the twenty (20) trading days ending five (5) trading days prior to the date of the closing of the transaction giving rise to such distribution; or

(C) if there is no active public market for the securities to be distributed or if the distribution would be payable in assets or property other than securities, the fair value thereof shall be determined in good faith by the Board of Directors of the Corporation.

(ii) The method of valuation of securities subject to investment letter or other restrictions on free marketability (other than restrictions arising solely by virtue of a stockholder's status as an affiliate or former affiliate) shall be to make an appropriate discount from the market value determined as above in (i) (A), (B) or (C) to reflect the approximate fair market value thereof, as mutually determined by the Corporation and the holders of at least a majority of the then outstanding shares of such Series A Preferred Stock. In the event the parties are unable to agree upon the approximate fair market value hereunder, the parties shall resolve any dispute by appointing an expert to determine the fair value. If the parties cannot agree on an expert, then each party shall appoint an expert and each expert shall then agree on a third expert, which third expert shall solely determine such fair market value; provided, that each expert shall be a member of an investment banking firm of national reputation.

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4. Dividends. The holders of Series A Preferred Stock shall be entitled to receive, out of the assets of the Corporation legally available therefor, dividends when, as and if declared by the Board of Directors of the Corporation. The Company shall not declare or pay any dividend on any Junior Stock, unless the Corporation simultaneously declares and pays an identical dividend on the shares of Series A Preferred Stock, in which case the Corporation distribute such dividends ratably to the holders of Common Stock, the holders of Series A Preferred Stock and, if so declared by the board of directors of the Corporation, the holders of any Junior Preferred Stock, as a single class, in proportion to the respective number of shares of Common Stock actually held by the holders of Common Stock and the respective number of shares of Common Stock (including any fractional shares) into which the shares of Series A Preferred Stock (and Junior Preferred Stock, if applicable) could be converted as of the record date set for the determination of holders of shares of capital stock entitled to receive payment of a dividend thereon. Except as set forth in the preceding sentence, the Corporation shall have no obligation to declare or pay dividends on the Series A Preferred Stock.

5. Voting Rights.

(a) General Voting Rights. Except as otherwise provided in Section 5(b) below, the holder of each share of Series A Preferred Stock issued and outstanding shall be entitled to the number of votes as is equal to the number of shares of Common Stock into which such holder's shares of Series A Preferred Stock could then be converted at the record date for determination of shareholders entitled to vote for any given vote, or, if no such record date is established, at the date such vote is taken or any written consent of shareholders is solicited, and shall have voting rights and powers equal to the voting rights and powers of the Common Stock, such votes to be counted together with all other shares of stock of the Corporation having general voting power and not separately as a class; provided, that fractional votes by the holders of the Series A Preferred Stock shall not be permitted and any fractional voting rights resulting from the above formula (after aggregating all shares into which shares of Series A Preferred Stock held by each holder could be converted) shall be rounded to the nearest lower whole number.

(b) Series A Preferred Stock Protective Provisions. The Corporation shall not, except as hereinabove expressly provided, without first obtaining the affirmative vote or written consent of the holders of at least a majority of the outstanding shares of Series A Preferred Stock voting together as a separate class:

(i) amend the Articles of Incorporation, to adversely alter or change the preferences, rights, privileges or powers of, or the restrictions provided for the benefit of, the Series A Preferred Stock (by recapitalization, merger, consolidation or otherwise);

(ii) authorize, issue or agree to issue, or reclassify any shares of Junior Stock into, any shares or any security convertible into or exercisable for any shares having any preference or priority as to dividends, any other distributions, payments or assets or upon redemption, liquidation, winding up or dissolution superior to or on a parity with any such preference or priority of the Series A Preferred Stock;

(iii) issue any share of Common Stock at a price per share, or any option or other right to acquire any share of Common Stock at an exercise price, that is less than the fair market value per share of such Common Stock as determined by the board of directors of the Corporation in good faith, other than shares of Common Stock that are excluded from the definition of Additional Common Shares as set forth in Section 7(e)(i), below;

(iv) redeem, repurchase or otherwise acquire for value (or pay into or set aside for a sinking fund for such purpose) any Junior Stock except for purchases or redemptions from employees of the Corporation upon terms and in such amounts as set forth pursuant to the Shareholders Agreement, dated on or about April 28, 2000 among the Corporation and certain of its Shareholders, or in equity incentive plans approved by the Board of Directors in an amount not to exceed \$250,000 per fiscal year and at a price per share not more than the fair market value per share of such Common Stock as determined by the board of directors of the Corporation in good faith;

(v) make, authorize or approve any dividend, distribution or stock split upon or with respect to any Junior Stock, other than stock splits of the Common Stock or stock dividends payable solely in shares of Common Stock upon the issued and outstanding shares of Common Stock; or

(vi) effect any Change of Control, as defined in Section 3(c)(i).

(c) Board Matters.

(i) Size and Composition. The Board of Directors of the Corporation shall consist of five (5) members and shall be subject to increase or decrease as provided herein and in the Bylaws of the Corporation. So long as at least 50% of the Authorized Series A Preferred Stock is outstanding, the holders of a majority of the shares of Series A Preferred Stock, voting together as a single class, shall be entitled to elect two (2) members of the Board of Directors and so long as less than 50% but at least 25% of the Authorized Series A Preferred Stock is outstanding, the holders of a majority of the shares of Series A Preferred Stock, voting together as a single class, shall be entitled to elect one (1) member of the Board of Directors (all such directors, the "Series A Directors"). At any time when there is less than 25% of the Authorized Series A Preferred Stock outstanding, the holders of the Series A Preferred Stock shall not have the right to elect any Series A Directors, but shall retain all other voting rights set forth herein. All remaining members of the Board of Directors (including members to be elected after the holders of Series A Preferred Stock are no longer entitled to elect directors as provided herein) shall be elected in the manner provided in the Bylaws of the Corporation.

(ii) Election, Vacancies and Removal of Series A Directors. At any meeting (or in a written consent in lieu thereof) held for the purpose of electing directors at a time when the Series A Preferred Stock is entitled to vote for the election of directors (A) the holder of each share of Series A Preferred stock shall have one vote per share, (B) the presence in person or by proxy (or the written consent) of the holders of a majority of the shares of Series B Preferred Stock then outstanding shall constitute a quorum of the Series A Preferred Stock for the election of directors to be elected solely by the holders of the Series A Preferred Stock and (C) the affirmative vote of such majority of the shares of Series A Preferred Stock present in person or represented by proxy or, in the event of a written consent, a majority of the shares of Series A Preferred Stock then outstanding, shall be required to elect such directors. In the case of any vacancy in the office of a Series A Director, the holders of a majority of the outstanding shares of the Series A Preferred Stock, voting as provided above, may elect a successor or successors to hold the office for the unexpired term of the Series A Director(s) whose place(s) shall be vacant. Any Series A Director may be removed during the aforesaid term of office, whether with or without cause, only by the affirmative vote of the holders of the Series A Preferred Stock as provided above.

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6. Redemption of Series A Preferred Stock.

(a) Mandatory Redemption. On December 31, 2006 (the "Series A Mandatory Redemption Date"), the Corporation shall redeem, out of funds legally available therefor, all of the issued and outstanding shares of Series A Preferred Stock at a cash price per share equal to the Series A Liquidation Value (paid on the Series A Mandatory Redemption Date, the "Series A Redemption Price").

(b) Redemption of Series A Preferred Stock at the Election of the Holders. Upon the written election of the holders of a majority of the shares of Series A Preferred Stock pursuant to Section 6(d)(i) at any time after the occurrence of any of the following events or circumstances (each, an "Elective Redemption Event"), the Corporation shall be required to redeem out of funds legally available therefor in accordance with the provisions of this Section 6 all of the outstanding Series A Preferred Stock, at the Series A Redemption Price:

(i) the occurrence of any Change of Control (as defined in Section 3(e));

(ii) the initial offering and sale by the Corporation of equity securities of the Corporation pursuant to a registration statement filed with the Securities and Exchange Commission, or any successor agency (a "Public Offering") other than a Qualified Public Offering (as defined in Section 7(b)); or

(iii) the occurrence of any of the following: (A) the Corporation fails to pay any dividends on Series A Preferred Stock to the extent expressly required in Section 4; (B) the Corporation fails to redeem the Series A Preferred Stock or pay the Series A Redemption Price of the Series A Preferred Stock in full on any date established for the redemption thereof pursuant to Section 6; (C) the Corporation fails to comply with Section 5(b); (D) the Corporation materially breaches any of the provisions of Article VII or VIII of the Securities Purchase Agreement, dated as of April 28, 2000 among the Corporation and certain investors in the Corporation or the provisions of Section 3.02 of the Corporation's Shareholders Agreement, dated on or about April 28, 2000 and any such breach remains uncured for at least ten days after receiving written notice thereof; or (E) the Corporation: (1) commences any case, proceeding or other action under any existing or future law of any jurisdiction, domestic or foreign, relating to bankruptcy, insolvency, reorganization or relief of debtors, seeking to have an order for relief entered with respect to it, or seeking to adjudicate it bankrupt or insolvent, or seeking reorganization, composition, extension or other such relief with respect to it or its debts, or seeking appointment of a receiver, trustee, custodian or other similar official for all or substantially all of its assets (a "Bankruptcy Action"), (2) becomes the debtor named in any Bankruptcy Action which results in the entry of an order for relief or any such adjudication or appointment remains undismissed or undischarged for a period of ninety (90) days or (3) makes a general assignment for the benefit of its creditors, then, in addition to any rights or remedies provided herein or at law or in equity to the holders of the Series A Preferred Stock.

(c) Not Subject to Call. The Series A Preferred Stock is not subject to redemption at the option of the Corporation.

(d) Manner of Redemption.

(i) Redemption Notices; Exercise of Elective Redemptions. Immediately upon the occurrence of an Elective Redemption Event, the Corporation shall deliver written

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notice of occurrence of such Elective Redemption Event (an "Elective Redemption Notice") in person, by certified or registered mail, return receipt requested, by overnight mail or by telecopier to each holder of record of Series A Preferred Stock, such notice to be addressed to each such holder at its address as shown by the records of the Corporation. The Corporation may also give such Elective Redemption Notice in the same manner prior to the occurrence of the Elective Redemption Event, which notice shall specify the Elective Redemption Event and the date it is expected to occur. Each holder of Series A Preferred Stock that wishes to exercise such holder's right to elective redemption shall do so by delivering written notice thereof to the Corporation at any time after the earlier of the occurrence of such Elective Redemption Event or the date of such holder's receipt of the Elective Redemption Notice, and not later than ten (10) business days after the later of the occurrence of such Elective Redemption Event or receipt by such holder of such Elective Redemption Notice. If the holders of at least a majority of the Series A Preferred Stock timely exercise their rights to elective redemption, the redemption date for the elective redemption of shares of Series A Preferred Stock ("Elective Redemption Date") shall be the tenth (10th) business day after expiration of the foregoing ten (10) business-day period.

(ii) Designation of Funds. On the Mandatory Redemption Date and each Elective Redemption Date (each, a "Redemption Date"), the Corporation shall set aside in trust for the benefit of the holders of the Preferred Stock to be redeemed the funds necessary for such redemption, which funds shall be used to pay the applicable Series A Redemption Price and, if applicable, the Series A Redemption Price for such shares upon the surrender of the related certificates representing such Preferred Stock to the Corporation for such redemption (or such affidavits, indemnity and undertakings as would be necessary to replace any certificate claimed to have been lost, stolen or destroyed).

(iii) Termination of Rights. From and after the applicable Redemption Date, unless the Corporation defaults in payment of the Series A Redemption Price or, if applicable, the Series A Redemption Price for the shares of Preferred Stock to be redeemed pursuant hereto, (A) such shares of Preferred Stock tendered shall no longer be deemed outstanding, (B) the rights to receive dividends thereon shall cease to accrue and (C) all rights of the holders of such shares of Preferred Stock shall cease (other than the right to receive payment in full of the applicable redemption price therefor).

(iv) Reinstatement; Continuation of Rights upon Default. If the Corporation shall default in the payment of any portion of the applicable redemption price, then, in addition to any other rights and remedies of the holders of the affected shares of Preferred Stock which may be available herein or at law or in equity, the shares of Preferred Stock that were to be redeemed by such portion shall be deemed to have continued to be outstanding, dividends shall have continued to accrue thereon, and such holders shall have all of the rights of a holder thereof, until such time as such default shall no longer be continuing.

(e) Legally Available Funds.

(i) Remedial Action. If the Corporation believes that at the time of any Redemption Date, the Corporation would not have sufficient funds of the Corporation legally available for such redemption as required under Section 345 of the Michigan Business Corporation Act or any comparable provision of any succeeding law ("Legally Available Funds") to redeem the shares of Series A Preferred Stock to be redeemed under this Section 6, then the Corporation shall promptly use all reasonable efforts to cause such Legally Available Funds to become available in any manner permitted or contemplated by the Act or any comparable provision of any succeeding law. If, notwithstanding the Corporation's reasonable efforts

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pursuant hereto, the Corporation is unable to fulfill such obligation to redeem the shares of Series A Preferred Stock to be redeemed under this Section 6 because of insufficient Legally Available Funds, the Corporation shall give prompt written notice thereof to each holder of shares of Series A Preferred Stock to be redeemed specifying in reasonable detail the nature thereof and the extent, if any, to which the Corporation would be able to fulfill its obligations under this Section 6.

(ii) Holder Options. Upon receipt of notice from the Corporation as provided in Section 6(e)(i) or upon the Corporation's failure to pay the applicable redemption price for any reason on any scheduled Mandatory Redemption Date or Elective Redemption Date, the holders of shares of Series A Preferred Stock representing at least a majority of the shares of Series A Preferred Stock to be redeemed (the "Required Redeeming Holders"), in their sole and absolute discretion, may elect (A) to defer the Redemption Date with respect to the shares of Series A Preferred Stock to have been redeemed until any of the fifth (5<sup>th</sup>) business day after there are sufficient Legally Available Funds to effect such redemption; provided, that, as and to the extent that there are sufficient Legally Available Funds to effect such redemption, the Corporation shall promptly make partial payments of the applicable redemption price first to the holders of the shares of Series A Preferred Stock to be redeemed, pro rata based upon each holder's respective aggregate Series A Redemption Price, in which case there shall be a series of redemptions (in the foregoing priority), each of which shall take place not more than five (5) business days after there are sufficient Legally Available Funds to effect such redemption to an extent that would permit such partial payments of the applicable redemption price in increments of not less than Twenty-Five Thousand Dollars (\$25,000) ("Partially Available Funds"); (B) to require that the Corporation issue a promissory note, in form and substance reasonably satisfactory to the Required Redeeming Holders, to the order of the holders of shares of Series A Preferred Stock to be redeemed, payable on demand at an interest rate equal to the prime rate of leading money center banks as quoted in The Wall Street Journal plus three hundred basis points (3.00%) compounded semi-annually, to the extent that payment in such form rather than in cash would not result in insufficient Legally Available Funds; or (C) in the case of any elective redemption, to declare that, in lieu of the provisions of the preceding sentence, the exercise of the elective redemption rights shall be rescinded in whole or in part and such elective redemption shall so be rescinded with the result that each holder of Series A Preferred Stock may require the Corporation to redeem its shares of Series A Preferred Stock at any time thereafter until the later of (A) with respect to the Series A Preferred Stock, the Series A Mandatory Redemption Date or (B) eighteen (18) months after the date of the foregoing notice of rescission.

7. Conversion of Series A Preferred Stock. The holders of the Series A Preferred Stock shall have conversion rights as follows:

(a) Right to Convert. Each share of Series A Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share and on or prior to the Redemption Date, if any, at the office of the Corporation or any transfer agent for the Series A Preferred Stock, into such number of fully paid and nonassessable shares of Common Stock as is determined by dividing the Series A Liquidation Preference by the Conversion Price then in effect. The initial "Conversion Price" for the Series A Preferred Stock shall be \$3.50 per share and shall be subject to adjustment as hereinafter set forth.

(b) Automatic Conversion of Series A Preferred Stock. Each share of Series A Preferred Stock shall automatically be converted into one or more share(s) of Common Stock based upon the then-effective Conversion Price (i) immediately upon the closing of a Public Offering, underwritten on a firm commitment basis by an investment banking firm of national reputation, covering the offer and

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sale to the public of shares of Common Stock for the account of the Corporation with aggregate net proceeds received by the Corporation of at least \$30,000,000 and a price per share equal to an amount no less than three (3) times the initial Conversion Price as set forth in Section 7(a) as adjusted for any stock dividends, combinations or splits with respect to such shares (such an offering, a "Qualified Public Offering"); provided, that any such conversion shall be conditioned upon the closing with the underwriter of the sale of securities pursuant to such offering and the holder(s) entitled to receive the Common Stock issuable upon such conversion shall not be deemed to have converted such Series A Preferred Stock until the closing of such sale of securities or (ii) upon the affirmative vote or written consent of the holders of at least a majority of the Series A Preferred Stock to so convert.

(c) Mechanics of Conversion. Before any holder of Series A Preferred Stock shall be entitled to convert the same into full shares of Common Stock, such holder shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or of any transfer agent for the Series A Preferred Stock and shall give written notice to the Corporation at such office that such holder elects to convert the same. In the event of an automatic conversion, the outstanding shares of Series A Preferred Stock shall be converted automatically without any further action by the holders of Series A Preferred Stock and whether or not the certificates representing such shares are surrendered to the Corporation or its transfer agent. The Corporation shall not be obligated to issue certificates evidencing Common Stock issuable upon automatic conversion unless and until the certificates representing the Series A Preferred Stock are surrendered to the Corporation or its transfer agent. No fractional shares of Common Stock shall be issued upon conversion of the Series A Preferred Stock.

The Corporation shall, as soon as practicable after surrender of the certificates for the Series A Preferred Stock, issue and deliver at the office of the Corporation to such holder of Series A Preferred Stock (i) a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled as aforesaid and, if applicable, (ii) cash or a check payable to the holder equal to any cash amounts payable as the result of a conversion into fractional shares of Common Stock. Such conversion shall be deemed to have been made at the time of surrender of the Series A Preferred Stock to be converted or, in the case of an automatic conversion, as provided in Section 7(b), and the person or persons entitled to receive the Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such Common Stock at such time.

(d) Treatment of Fractional Shares. All shares of Common Stock (including fractions thereof) issuable upon conversion of more than one share of Series A Preferred Stock by a holder thereof shall be aggregated for purposes of determining whether the conversion would result in the issuance of any fractional share. If, after such aggregation, the conversion would result in the issuance of a fractional share of Common Stock, the Corporation shall, in lieu of issuing any fractional shares to which the holder would otherwise be entitled, pay cash equal to the fair market value of such fractional share on the date of conversion, as determined in good faith by the Board of Directors.

(e) Adjustments to Conversion Price.

(i) Special Definitions. For purposes of this Section 7(e), the following definitions shall apply:

(A) "Additional Common Shares" shall mean all Common Stock issued (or, pursuant to Section 7(e)(iii), deemed to be issued) by the Corporation after the Original Issue Date, other than Common Stock issued or issuable at any time:

(1) upon conversion of the Series A Preferred Stock;

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(2) upon exercise of any Employee Option;

(3) as a dividend or distribution on the Series A Preferred Stock;

(4) up to 380,000 shares of Common Stock pursuant to the letter agreement, dated August 18, 1999 between the Corporation and Sigma Systems Group Inc. as in effect on April 1, 2000; and

(5) by way of dividend or other distribution on Common Stock excluded from the definition of Additional Common Shares by the foregoing clauses.

(B) "Convertible Securities" shall mean any evidence of indebtedness, shares or other securities convertible into or exchangeable for Common Stock, whether at any time or upon the occurrence of a stated event or otherwise, other than the Series A Preferred Stock and the Warrants.

(C) "Employee Options" shall mean the Options issued at any time pursuant to the Bullseye Telecom, Inc. 2000 Stock Option Plan.

(D) "Fully-Diluted Basis" shall mean with respect to the Common Stock, as of a particular time and without duplication, the total outstanding shares of Common Stock as of such time, determined by treating all outstanding Options as having been exercised and by treating all Convertible Securities (including Convertible Securities issuable upon exercise of an Option) as having been so converted; provided, that if at any time of determination, the event giving rise to any adjustment hereunder would trigger any anti-dilution rights of such Options or Convertible Securities or otherwise increase the number of shares of Common Stock subject to such Options or into which such Convertible Securities are convertible or exchangeable, the number of shares of Common Stock deemed to be outstanding immediately after such issuance shall include also such increase in the number of shares of Common Stock subject to such Options or into which such Convertible Securities are convertible or exchangeable.

(E) "Options" shall mean rights, options or warrants to subscribe for, purchase or otherwise acquire either Common Stock or Convertible Securities.

(F) "Original Issue Date" shall mean April 28, 2000.

(ii) No Adjustment of Conversion Price. No adjustment in the Conversion Price of any share of Series A Preferred Stock shall be made in respect of the issuance or deemed issuance of Additional Common Shares unless the consideration per share for an Additional Common Share issued or deemed to be issued by the Corporation is less than the Conversion Price in effect immediately prior thereto.

(iii) Deemed Issue of Additional Common Shares.

(A) Options and Convertible Securities. In the event the Corporation, at any time or from time to time after the Original Issue Date, shall issue any Options or Convertible Securities or shall fix a record date for the determination of holders of any class of securities entitled to receive any such Options or Convertible

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Securities, then the maximum number of shares of Common Stock (as set forth in the instrument relating thereto without regard to any provisions contained therein for a subsequent adjustment of such number) issuable upon the exercise of such Options or, in the case of Convertible Securities and Options therefor, the conversion or exchange of such Convertible Securities, shall be deemed to be Additional Common Shares issued as of the time of such issue or, in case such a record date shall have been fixed, as of the close of business on such record date; provided, that in any such case in which Additional Common Shares are deemed to be issued:

(1) no further adjustment in the Conversion Price shall be made upon the subsequent issue of Convertible Securities or shares of Common Stock upon the exercise of such Options or conversion or exchange of such Convertible Securities;

(2) if such Options or Convertible Securities by their terms provide, with the passage of time or otherwise, for any increase or decrease in the consideration payable to the Corporation, or in the number of shares of Common Stock issuable upon the exercise, conversion or exchange thereof, the Conversion Price computed upon the original issue thereof (or upon the occurrence of a record date with respect thereto), and any subsequent adjustments based thereon, shall, upon any such increase or decrease becoming effective, be recomputed to reflect such increase or decrease insofar as it affects such Options or the rights of conversion or exchange under such Convertible Securities; provided, that no such adjustment in the Conversion Price shall affect shares of Common Stock previously issued upon conversion of Series A Preferred Stock;

(3) upon the expiration of any such Options or any rights of conversion or exchange under such Convertible Securities which shall not have been exercised, the Conversion Price computed upon the original issue thereof (or upon the occurrence of a record date with respect thereto), and any subsequent adjustments based thereon, shall, upon such expiration, be recomputed as if:

(I) in the case of Convertible Securities or Options for Common Stock, the only Additional Common Shares issued, if any, were shares of Common Stock actually issued upon the exercise of such Options or the conversion or exchange of such Convertible Securities and the consideration received therefor was the consideration actually received by the Corporation for the issue of all such Options, whether or not exercised, plus the consideration actually received by the Corporation upon such exercise, or for the issue of all such Convertible Securities which were actually converted or exchanged, plus the additional consideration, if any, actually received by the Corporation upon such conversion or exchange; and

(II) in the case of Options for Convertible Securities, the only Convertible Securities issued, if any, were Convertible Securities actually issued upon the exercise of such Options, and the consideration received by the Corporation for the Additional Common Shares deemed to have been issued was the consideration actually received by the Corporation for the issue of all such Options, whether or

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not exercised, plus the consideration actually received by the Corporation upon the issue of the Convertible Securities with respect to which such Options were actually exercised;

(4) no readjustment pursuant to clause (2) or (3) above shall have the effect of increasing the Conversion Price to an amount which exceeds the lower of (I) the Conversion Price on the original adjustment date, or (II) the Conversion Price that would have resulted from any issuance of Additional Common Shares between the original adjustment date and such readjustment for which no adjustment was made; and

(5) in the case of any Options which expire by their terms not more than 60 days after the date of issue thereof, no adjustment of the Conversion Price shall be made until the expiration or exercise of all such Options, whereupon such adjustment shall be made in the same manner provided in clause (3) above.

(B) Stock Dividends. In the event the Corporation, at any time or from time to time after the Original Issue Date, shall declare or pay any dividend on the Common Stock payable in shares of Common Stock, then and in any such event, Additional Common Shares shall be deemed to have been issued immediately after the close of business on the record date for the determination of holders of any class of securities entitled to receive such dividend for purposes of adjusting the Conversion Price; provided, that if such record date is fixed and such dividend is not fully paid, the only Additional Common Shares deemed to have been issued shall be the number of shares of Common Stock actually issued as of the close of business on such record date, and such Conversion Price shall be recomputed accordingly.

(iv) Adjustment of Conversion Price Upon Issuance of Additional Common Shares. In the event the Corporation, at any time after the Original Issue Date, shall issue Additional Common Shares (including Additional Common Shares deemed to be issued pursuant to Section 7(e)(iii)) without consideration or for a consideration per share less than the then-effective Conversion Price, then and in each such event, the Conversion Price shall be reduced, concurrently with such issue, to a price (calculated to the nearest \$0.001) determined by multiplying the Conversion Price by a fraction, the numerator of which shall be the number of shares of Common Stock outstanding on a Fully Diluted Basis immediately prior to such issue plus the number of shares of Common Stock which the aggregate consideration received by the Corporation for the total number of Additional Common Shares so issued would purchase at the then-effective Conversion Price and the denominator of which shall be the number of shares of Common Stock outstanding on a fully Diluted Basis immediately after such issue (including the number of such Additional Common Shares so issued); provided, that if the event giving rise to such adjustment would trigger any anti-dilution rights of such Options or Convertible Securities or otherwise increase the number of shares of Common Stock subject to such Options or into which such Convertible Securities are convertible or exchangeable, then the number of shares of Common Stock deemed to be outstanding immediately after such issuance shall include also such increase in the number of shares of Common Stock subject to such Options or into which such Convertible Securities are convertible or exchangeable.

(v) Determination of Consideration. For purposes of this Section 7(e), the consideration received by the Corporation for the issue of any Additional Common Shares shall be computed as follows:

(A) Cash and Property. Such consideration shall:

(1) insofar as it consists of cash, be computed at the aggregate amount of cash received by the Corporation;

(2) insofar as it consists of securities, be computed as set forth in Section 3(d) above;

(3) insofar as it consists of property other than cash or securities, be computed at the fair market value thereof at the time of such issue, as determined in good faith by the Board of Directors; and

(4) in the event Additional Common Shares are issued together with other shares or securities or other assets of the Corporation for consideration so received, be computed as provided in clauses (1) through (3) above, as determined in good faith by the Board of Directors.

(B) Options and Convertible Securities. The consideration per share received by the Corporation for Additional Common Shares deemed to have been issued pursuant to Section 7(e)(iii)(A), relating to Options and Convertible Securities, shall be determined by dividing:

(1) the total amount, if any, received or receivable by the Corporation as consideration for the issue of such Options or Convertible Securities, plus the minimum aggregate amount of additional consideration (as set forth in the instruments relating thereto, without regard to any provision contained therein for a subsequent adjustment of such consideration) payable to the Corporation upon the exercise of such Options or the conversion or exchange of such Convertible Securities, or in the case of Options for Convertible Securities, the exercise of such Options for Convertible Securities and the conversion or exchange of such Convertible Securities, by

(2) the maximum number of shares of Common Stock (as set forth in the instruments relating thereto, without regard to any provision contained therein or a subsequent adjustment of such number) issuable upon the exercise of such Options or the conversion or exchange of such Convertible Securities.

(vi) Adjustments for Subdivisions or Combinations of Common Stock. In the event that at any time or from time to time the Corporation shall:

(A) subdivide its outstanding shares of Common Stock into a larger number of shares of Common Stock (a "Stock Subdivision"), or

(B) combine its outstanding shares of Common Stock into a smaller number of shares of Common Stock (a "Stock Combination"),

then the Conversion Price in effect immediately prior thereto shall, concurrently with the effectiveness of such event, be (1) proportionately decreased in the case of a Stock Subdivision and (2) proportionately increased in the case of a Stock Combination.

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(vii) Adjustments for Other Distributions. In the event the Corporation at any time or from time to time makes, or fixes a record date for, a determination of holders of Common Stock entitled to receive any distribution payable in securities or other property of the Corporation other than Common Stock and other than as otherwise adjusted in this Section 7, then and in each such event, provision shall be made so that the holders of Series A Preferred Stock shall receive upon conversion thereof, in addition to the number of shares of Common Stock receivable thereupon, the amount of securities and other property of the Corporation which they would have received had their shares of Series A Preferred Stock been converted into Common Stock on the date of such event and had they thereafter, during the period from the date of such event to and including the date of conversion, retained such securities and other property receivable by them as aforesaid during such period, subject to all other adjustments called for during such period under this Section 7 with respect to the rights of the holders of the Series A Preferred Stock.

(viii) Adjustments for Reclassification, Exchange and Substitution. If the Common Stock issuable upon conversion of the Series A Preferred Stock shall be changed into the same or a different number of shares of any other class or classes of stock, whether by capital reorganization, reclassification, merger, share exchange or otherwise (other than a Stock Subdivision or Stock Combination provided for above), the Conversion Price then in effect shall, concurrently with the effectiveness of such reorganization, reclassification, merger, share exchange or other transaction, be appropriately and equitably adjusted such that the Series A Preferred Stock shall be convertible into, in lieu of the number of shares of Common Stock which the holders would otherwise have been entitled to receive, that number of shares of such other class or classes of stock equivalent to the number of shares of Common Stock that would have been subject to receipt by the holders upon conversion of the Series A Preferred Stock immediately before such change.

(f) No Impairment of Series A Preferred Stock. In case at any time or from time to time, the Corporation shall take any action affecting its Common Stock, other than an action described above in this Section 7, then, unless in the opinion of the Board of Directors of the Corporation such action will not have a material adverse effect upon the rights of the holders of Series A Preferred Stock (taking into consideration, if necessary, any prior actions which the Board of Directors deemed not to materially adversely affect the rights of the holders), the Conversion Price shall be adjusted in such manner and at such time as the Board of Directors of the Corporation may in good faith determine to be equitable in the circumstances. The Corporation shall not, by amendment of its Articles of Incorporation or through any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities, recapitalization or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation but shall at all times in good faith assist in the carrying out of all the provisions of this Section 7 and in the taking of all such action as may be necessary or appropriate in order to protect the conversion rights of the holders of the Series A Preferred Stock against impairment.

(g) Certificate as to Adjustments. Upon the occurrence of each adjustment or readjustment of the Conversion Price pursuant to this Section 7, the Corporation at its expense shall promptly compute such adjustment or readjustment in accordance with the terms hereof and furnish to each holder of shares of Series A Preferred Stock a certificate setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. The Corporation shall, upon the written request at any time of any holder of Series A Preferred Stock, furnish or cause to be furnished to such holder a like certificate setting forth (i) such adjustments and readjustments, (ii) the Conversion Price at the time in effect and (iii) the number of shares of Common



Stock and the amount, if any, of other property which at the time would be received upon the conversion of shares of Series A Preferred Stock, as applicable.

time: (h) Notices of Record Date. In the event that the Corporation shall propose at any

(i) to declare any dividend or distribution upon its Common Stock, whether or not a regular cash dividend or a dividend payable in shares of capital stock and whether or not out of earnings or earned surplus;

(ii) to offer for subscription pro rata to the holders of any class or series of its stock any additional shares of stock of any class or series, or any other rights;

(iii) to effect any reclassification or recapitalization of its outstanding Common Stock involving a change in the Common Stock; or

(iv) to merge or consolidate with or into any other corporation, or sell, lease or convey all or substantially all of its property or business, or to liquidate, dissolve or wind up or enter into any share exchange;

then, in connection with each such event, the Corporation shall send to the holders of the Series A Preferred Stock:

(A) at least twenty (20) days' prior written notice of the date on which a record shall be taken for such dividend, distribution or subscription rights (and specifying the date on which the holders of Common Stock shall be entitled thereto) or for determining rights to vote in respect of the matters referred to in clauses (iii) and (iv) above; and

(B) in the case of matters referred to in clauses (iii) and (iv) above, in the event a record date is taken with respect to any such matter, at least twenty (20) days' prior written notice of such record date or, if no such record date is taken, at least twenty (20) days' prior written notice of the date when such matters shall take place (and specifying the date on which the holders of Common Stock shall be entitled to exchange their shares of Common Stock for securities or other property deliverable upon the occurrence of such event).

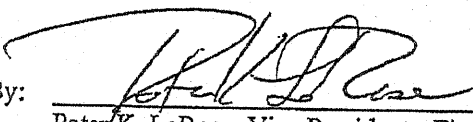
Each such written notice shall be delivered personally or sent by commercial overnight courier service, telecopy or first class mail, postage prepaid, addressed to the holders of the Series A Preferred Stock at the address for each holder as shown on the books of the Corporation. Each such notice shall be deemed to be duly given: when delivered by hand, if personally delivered; when delivered by courier, if delivered by commercial overnight courier service; and five (5) business days after being deposited in the mail, postage prepaid, if mailed.

(i) Issue Taxes. The Corporation shall pay any and all issue and other taxes that may be payable in respect of any issue or delivery of shares of Common Stock on conversion of Series A Preferred Stock pursuant hereto; provided, that the Corporation shall not be obligated to pay any transfer taxes resulting from any transfer requested by any holder in connection with any such conversion.

8. No Reissuance of Preferred Stock. No shares of Series A Preferred Stock acquired by the Corporation by reason of redemption, purchase or otherwise shall be reissued, and any such shares shall be cancelled, retired and eliminated from the shares which the Corporation shall be authorized to issue.

IN WITNESS WHEREOF, the undersigned has executed and subscribed this certificate as of April 28, 2000.

BULLSEYE TELECOM, INC.

By:   
Peter K. LaRose, Vice President - Finance

550M

MICHIGAN DEPARTMENT OF CONSUMER AND INDUSTRY SERVICES  
CORPORATION, SECURITIES AND LAND DEVELOPMENT BUREAU

date received		(for bureau use only)
APR 21 2000		<b>FILED</b> APR 21 2000

Name	Brendan J. Cahill		
Address	Suite 300 1577 North Woodward Avenue		
City	State	Zip Code	
Bloomfield Hills, MI		48304	

Administrator  
CORP. SECURITIES & LAND DEV. BUREAU

Expiration date for the transferred  
assumed name appears in  
Effective Date: Item 6

Document will be returned to the name and address you enter above

**CERTIFICATE OF MERGER**

**Cross Entity Merger for use by Profit Corporations, Limited Liability Companies  
and Limited Partnerships**

*Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), Act 23,  
Public Acts of 1993 (limited liability companies) and Act 213, Public Acts of 1982 (limited  
partnerships), the undersigned entities execute the following Certificate of Merger:*

**1. The Plan of Merger (Consolidation) is as follows:**

a. The name of each constituent entity and its identification number is:

- Enterprise Network Solutions, L.L.C. B51-309
- BT Merger Company 296-45A

b. The name of the surviving corporation and its identification number is:

- BT Merger Company 296-45A

Corporations and Limited Liability Companies provide the street address of the  
survivor's principal place of business:

- 26935 Northwestern Highway, Suite 520, Southfield, MI 48034

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2. (Complete only if an effective date is desired other than the date of filing. The date must be no more than 90 days after the receipt of this document in this office.)

- The merger (consolidation) shall be effective on the date of filing.

3. Complete for Profit Corporations Only.

For each constituent stock corporation, state:

<u>Name of Corporation</u>	<u>Designation and number of outstanding shares of each class or series</u>	<u>Indicate class or series of shares entitled to vote</u>	<u>Indicate class or series entitled to vote as a class</u>
BT Merger Company	10,000 shares of Common Stock outstanding	Common	N/A

If the number of shares is subject to change prior to the effective date of the merger or consolidation, the manner in which the change may occur is as follows:

- N/A

The manner and basis of converting shares are as follows:

- A. At the Effective Time, each membership unit of Enterprise Network Solutions, L.L.C. ("Enterprise"), whether voting or non-voting, issued and outstanding immediately prior to the Effective Time (the "Units") shall, by virtue of the Merger and without any action on the part of the holder of the Units, be converted into and become the right to receive one share of the Common Stock of the Surviving Corporation (the "Merger Consideration"). The Surviving Corporation shall issue to each former holder of Units a stock certificate representing the appropriate number of shares of the Common Stock of the Surviving Corporation, which shall be dated as of the same date as the Effective Time.
- B. At the Effective Time, all Units, by virtue of the Merger and without any action on the part of the holders of the Units, shall cease to be outstanding and shall be canceled and retired and cease to exist. Each holder of Units shall thereafter cease to have any rights with respect to such Units, except the right to receive the Merger Consideration.
- C. At the Effective Time, each share of common stock of BT Merger Company issued and outstanding immediately prior to the Effective Time, by virtue of

the Merger and without any action on the part of either Party, shall cease to be outstanding and shall be canceled and retired and cease to exist.

The amendments to the Articles, or a restatement of the Articles, of the surviving corporation to effected by the merger are as follows:

The Restated Articles of Incorporation of BT Merger Company attached to this Certificate of Merger as Exhibit A shall be the Articles of Incorporation of the surviving corporation after the effective time, until thereafter amended.

The Plan of Merger will be furnished by the surviving profit corporation, on request and without cost, to any shareholder of any constituent profit corporation.

The merger is permitted by the state or country under whose law it is incorporated and each foreign corporation has complied with the law effecting the merger.

(Complete either Section (a) or (b) for each corporation)

(a) N/A

(b) The Plan of Merger was approved by:

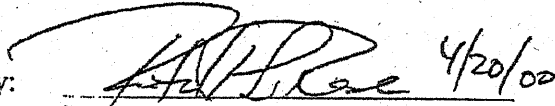
\_\_\_\_\_ the Board of Directors of \_\_\_\_\_, the surviving Michigan corporation, without approval of the shareholders in accordance with Section 703a of the Act.

X the Board of Directors and the shareholders of the following Michigan corporations in accordance with Section 703a of the Act.

• BT Merger Company

BT MERGER COMPANY

By:

 4/20/00  
Peter K. LaRose, Vice President

4. Complete for any Limited Liability Companies only

Check one of the following:

N/A There are no changes to be made to the Articles of Organization of the surviving limited liability company.

N/A The amendments to the Articles, or a restatement of the Articles, of the surviving limited liability company to be effected by the merger are as follows:

The constituent limited liability company is not the surviving entity.

The manner and basis of converting the membership interests are as follows:

- A. At the Effective Time, each membership unit of Enterprise Network Solutions, L.L.C. ("Enterprise"), whether voting or non-voting, issued and outstanding immediately prior to the Effective Time (the "Units") shall, by virtue of the Merger and without any action on the part of the holder of the Units, be converted into and become the right to receive one share of the Common Stock of the Surviving Corporation (the "Merger Consideration"). The Surviving Corporation shall issue to each former holder of Units a stock certificate representing the appropriate number of shares of the Common Stock of the Surviving Corporation, which shall be dated as of the same date as the Effective Time.
- B. At the Effective Time, all Units, by virtue of the Merger and without any action on the part of the holders of the Units, shall cease to be outstanding and shall be canceled and retired and cease to exist. Each holder of Units shall thereafter cease to have any rights with respect to such Units, except the right to receive the Merger Consideration.
- C. At the Effective Time, each share of common stock of BT Merger Company issued and outstanding immediately prior to the Effective Time, by virtue of the Merger and without any action on the part of either Party, shall cease to be outstanding and shall be canceled and retired and cease to exist.


The Plan of Merger was approved by the members of each constituent limited liability company in accordance with section 702(1).

The Plan of Merger was approved by the members of each domestic limited liability company in accordance with section 705a(5) and by each constituent business organization in the manner provided by the laws of the jurisdiction in which it is organized.

For each limited liability company involved in the merger, this document is signed in accordance with Section 103 of the Act.

Signed this 20<sup>th</sup> day of April, 2000

ENTERPRISE NETWORK SOLUTIONS, L.L.C.

By:   
Peter LaRose, Manager



5. **Complete for any Limited Partnership only**

N/A

6. **Complete for Corporations and Limited Liability Companies only**

The assumed names being transferred to continue for the remaining effective period of the Certificate of Assumed Name on file prior to the merger are:

<u>Assumed Name</u>	<u>Corporation and/or LLC transferred from</u>	<u>Expiration Date</u>
BULLSEYE TELECOM	Enterprise Network Solutions, L.L.C.	December 31, 2004

EXHIBIT A

BH250838.2\BJC

<input type="checkbox"/> MICHIGAN DEPARTMENT OF CONSUMER AND INDUSTRY SERVICES <input type="checkbox"/> CORPORATION, SECURITIES AND LAND DEVELOPMENT BUREAU		
<input type="checkbox"/> Date Received	<input type="checkbox"/>	<input type="checkbox"/> (FOR BUREAU USE ONLY)
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/> Name: Brendan J. Cahill <input type="checkbox"/> Dykema Gossett PLLC <input type="checkbox"/> Address: 1577 North Woodward, Ste 300 <input type="checkbox"/> Bloomfield Hills, MI 48304		<input type="checkbox"/> EFFECTIVE DATE:

DOCUMENT WILL BE RETURNED TO NAME AND ADDRESS INDICATED ABOVE

**RESTATED ARTICLES OF INCORPORATION**  
**For use by Domestic Corporations**

*Pursuant to the provisions of Act 284, Public Acts of 1972, the undersigned corporation executes the following Articles:*

- The present name of the corporation is:  
 BT Merger Company
- The identification number assigned by the Bureau is: 296-45A
- All former names of the corporation are:  
 N/A
- The date of filing the original Articles of Incorporation was: April 3, 2000

*The following Restated Articles of Incorporation supersede the Articles of Incorporation as amended and shall be the Articles of Incorporation for the corporation*

**ARTICLE I**  
**Name**

The name of the corporation is BullsEye Telecom, Inc. ✓

## ARTICLE II

### Purpose

The purpose or purposes for which the corporation is organized are to engage in any activity within the purposes for which corporations may be formed under the Business Corporation Act of Michigan.

## ARTICLE III

### Authorized Capital

The total authorized capital stock of the corporation is 11,990,000 shares of Common Stock and 10,000 shares of Preferred Stock.

A statement of all or any of the designations and the powers, preferences and rights, and the qualifications, limitations or restrictions thereof is as follows:

#### Preferred Stock

1. Issuance in Series. The Preferred Stock may be issued in one or more series and the shares of all series will rank equally and be substantially identical in all respects, except that with respect to each series the Board of Directors may fix, among other things, the dividends payable thereon, the times and prices of redemption, if any, the amount payable upon liquidation, the retirement or sinking fund, if any, the conversion rights, if any, the restrictions, if any, on the payment of dividends or to retirements of junior stock, the limitations, if any, on the creation of indebtedness or the issuance of stock of equal or prior rank, and the number of shares to comprise each series.
2. Dividend Rights. The Board of Directors is authorized to determine whether, and the terms and conditions upon which, the shares of Preferred Stock of each series will be entitled to receive dividends, and whether such dividends shall be cumulative.
3. Redemption Provisions. The Board of Directors is authorized to determine whether, and the terms and conditions upon which, the shares of Preferred Stock of each series will have redemption rights. The shares of Preferred Stock of each series, if redeemable, will be redeemable at a time so fixed and determined, in whole or in part, and by lot or in such other manner as the Board of Directors may determine.
4. Sinking Fund. The Board of Directors is authorized to determine whether, and the terms and conditions upon which, the shares of Preferred Stock of each series shall be entitled to the benefits of a retirement or sinking fund.

5. Conversion Rights. The Board of Directors is authorized to determine whether, and the terms and conditions upon which, the shares of Preferred Stock of each series shall have conversion or exchange rights.

6. Voting Rights. The Board of Directors is authorized to determine whether, and the terms and conditions upon which, the shares of Preferred Stock of each series shall have voting rights.

7. General. The Board of Directors is authorized to determine any other preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions relating to the Preferred Stock, or any series thereof, as shall not be inconsistent with this Article III or Michigan law. The terms of any series of Preferred Stock may be amended without consent of the holders of any other series of Preferred Stock or of the Common Stock, provided such amendment does not substantially adversely affect the holders of such other series of Preferred Stock or the Common Stock.

8. Reissue of Reacquired Shares; Issuance of Additional Shares of Same Series. Shares of any series of Preferred Stock which have been issued and reacquired in any manner, including shares redeemed by purchases (whether through the operation of a retirement or sinking fund or otherwise), will have the status of authorized and unissued Preferred Stock and may be reissued as a part of the series of which they were originally a part or may be reclassified into and reissued as a part of a new series.

9. Amendment to Articles of Incorporation. Any resolution of the Board of Directors establishing and designating a series of Preferred Stock and fixing and determining the relevant rights and preferences thereof shall be appropriately filed with the State of Michigan as an amendment to the Articles of Incorporation.

#### **Common Stock**

Subject to the preferences accorded the holders of Preferred Stock pursuant to the Articles of Incorporation or action of the Board of Directors taken with respect to such preferences, holders of Common Stock are entitled to receive such dividends as may be declared by the Board of Directors of the corporation from time to time. Subject to the preferences provided in the Articles of Incorporation or action of the Board of Directors taken with respect to such preferences, in the event of any liquidation, dissolution or winding up of the corporation, the holders of Common Stock will be entitled to receive pro rata all the remaining assets of the corporation available for distribution. Holders of Common Stock shall have equal voting and other rights share for share.

**ARTICLE IV**  
**Registered Office and Resident Agent**

The address and mailing address of the initial registered office is 26935 Northwestern Highway, Suite 520, Southfield, Michigan 48034. The name of the initial resident agent is Peter K. LaRose.

**ARTICLE V**  
**Limitation of Director Liability**

No director of the corporation shall be personally liable to the corporation or its shareholders for money damages for any action taken, or any failure to take any action, except liability for any of the following: (1) the amount of a financial benefit received by a director to which he or she is not entitled; (2) intentional infliction of harm on the corporation or its shareholders; (3) a violation of §551 of the MBCA, MCLA 450.1551, MSA 21.200(551); or (4) an intentional violation of criminal law.

If the MBCA hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the corporation, in addition to the limitation on personal liability contained herein, shall be limited to the fullest extent permitted by the amended MBCA as so amended. No amendment or repeal of this Article V shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

**ARTICLE VI**  
**Compromise, Arrangement, or Plan of Reorganization**

Whenever a compromise or arrangement or any plan of reorganization of this corporation is proposed between this corporation and its creditors or any class of them and/or between this corporation and its shareholders or any class of them, any court of equity jurisdiction within the State of Michigan may, on the application of this corporation or of any creditor or any shareholder thereof, or on the application of any receiver or receivers appointed for this corporation, order a meeting of the creditors or class of creditors, and/or of the shareholders or class of shareholders, as the case may be, to be affected by the proposed compromise or arrangement or reorganization, to be summoned in such manner as said court directs.

If a majority in number, representing three-fourths (3/4) in value of the creditors or class of creditors, and/or of the shareholders or class of shareholders, as the case may be, to be affected by the proposed compromise or arrangement or reorganization, agrees to any compromise or arrangement or to any reorganization of this corporation as a consequence of such compromise or arrangement, said compromise or arrangement and said reorganization shall, if sanctioned by the court to which

the said application has been made, be binding on all the creditors or class of creditors, and/or on all the shareholders or class of shareholders, as the case may be, and also on this corporation.

## ARTICLE VII

### Corporate Action Without Meeting of Shareholders

Any action required or permitted by the MBCA to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, is signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all shares entitled to vote thereon were present and voted. The written consents shall bear the date of signature of each shareholder who signs the consent. No written consents shall be effective to take the corporate action referred to unless, within 60 days after the record date for determining shareholders entitled to express consent to or dissent from a proposal without a meeting, written consents dated not more than 10 days before the record date and signed by a sufficient number of shareholders to take the action are delivered to the corporation. Delivery shall be to the corporation's registered office, its principal place of business, or an officer or agent of the corporation having custody of the minutes of the proceedings of its shareholders. Delivery made to a corporation's registered office shall be by hand or by certified or registered mail, return receipt requested.

Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to shareholders who would have been entitled to notice of the shareholder meeting if the action had been taken at a meeting and who have not consented in writing.

BH\250842.1  
IDA B/C

<input type="checkbox"/> MICHIGAN DEPARTMENT OF CONSUMER AND INDUSTRY SERVICES <input type="checkbox"/> CORPORATION, SECURITIES AND LAND DEVELOPMENT BUREAU		
<input type="checkbox"/> Date Received <input type="checkbox"/> MAY 26 2000	<input type="checkbox"/> (FOR BUREAU USE ONLY) <div style="text-align: center;"> <b>FILED</b>  <b>MAY 26 2000</b>          Administrator          CORP. SECURITIES &amp; LAND DEV. BUREAU       </div>	<input type="checkbox"/> EFFECTIVE DATE:
<input type="checkbox"/> Name: Brendan J. Cahill <input type="checkbox"/> Dykema Gossett PLLC <input type="checkbox"/> Address: 1577 North Woodward, Ste 300 <input type="checkbox"/> Bloomfield Hills, MI 48304		
DOCUMENT WILL BE RETURNED TO NAME AND ADDRESS INDICATED ABOVE		

### CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION

#### For use by Domestic Profit and Nonprofit Corporations

(Please read information and instructions on the last page)

*Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), or Act 162, Public Acts of 1982 (nonprofit corporations), the undersigned corporation executes the following Certificate:*

1. The present name of the corporation is:  
  
BullsEye Telecom, Inc.
2. The corporation identification number (CID) assigned by the Bureau is: 296-45A
3. The first paragraph of Article III of the corporation's Restated Articles of Incorporation, as filed on April 28, 2000, is hereby amended to read in its entirety as follows:

#### ARTICLE III Authorized Capital

The total authorized capital stock of the corporation is 25,000,000 shares of Common Stock and 8,000,000 shares of Preferred Stock.

4. The first recital of the corporation's Certificate of Designations, Preferences and Rights of Series A Convertible Preferred Stock (\$3.50 Liquidation Value per Share), as filed on April 28 (the "Certificate of Designations"), 2000, is hereby amended to read in its entirety as follows:

76

15012.50 ck 97922 acc



FIRST: The Articles of Incorporation of the Corporation, as amended (the "Articles of Incorporation"), authorize the issuance of 8,000,000 shares of preferred stock (the "Preferred Stock"), in one or more series, and further authorize the Board of Directors of the Corporation to provide by resolution for the issuance of shares of Preferred Stock in one or more series not exceeding the aggregate number of shares of Preferred Stock authorized by the Articles of Incorporation and to determine with respect to each such series, the dividends payable thereon, the times and prices of redemption, if any, the amount payable upon liquidation, the retirement or sinking fund, if any, the conversion rights, if any, the restrictions, if any, on the payment of dividends or to retirements of junior stock, the limitations, if any, on the creation of indebtedness or the issuance of stock of equal or prior rank, the voting rights thereon, if any, the number of shares to comprise each series, and the qualifications, limitations and restrictions appertaining thereto.

5. Section 1 of the corporation's Certificate of Designations is hereby amended to read in its entirety as follows:

1. Designation and Number of Shares. There shall be hereby established a series of Preferred Stock designated as "Series A Convertible Preferred Stock" (the "Series A Preferred Stock"). The authorized number of shares of Series A Preferred Stock shall be 8,000,000 (the "Authorized Series A Preferred Stock").

6. Section 5(b)(iv) of the corporation's Certificate of Designations is hereby amended to read in its entirety as follows:

(iv) redeem, repurchase or otherwise acquire for value (or pay into or set aside for a sinking fund for such purpose) any Junior Stock except for purchases or redemptions from employees of the Corporation upon terms and in such amounts as set forth pursuant to the Shareholders Agreement, dated on or about April 28, 2000 among the Corporation and certain of its Shareholders, as amended as of May 26, 2000, or in equity incentive plans approved by the Board of Directors in an amount not to exceed \$250,000 per fiscal year and at a price per share not more than the fair market value per share of such Common Stock as determined by the board of directors of the Corporation in good faith;

7. Section 6(b)(iii) of the corporation's Certificate of Designations is hereby amended to read in its entirety as follows:

(iii) the occurrence of any of the following: (A) the Corporation fails to pay any dividends on Series A Preferred Stock to the extent expressly required


in Section 4; (B) the Corporation fails to redeem the Series A Preferred Stock or pay the Series A Redemption Price of the Series A Preferred Stock in full on any date established for the redemption thereof pursuant to Section 6; (C) the Corporation fails to comply with Section 5(b); (D) the Corporation materially breaches any of the provisions of Article VII or VIII of (1) the Securities Purchase Agreement, dated as of April 28, 2000 among the Corporation and certain investors in the Corporation, or (2) the Securities Purchase Agreement, dated as of May 26, 2000 among the Corporation and certain investors in the Corporation, and any such breach remains uncured for at least ten days after receiving written notice thereof; (E) the Corporation materially breaches the provisions of Section 3.02 of the Corporation's Shareholders Agreement, dated on or about April 28, 2000, as amended as of May 26, 2000, and any such breach remains uncured for at least ten days after receiving written notice thereof; or (F) the Corporation (1) commences any case, proceeding or other action under any existing or future law of any jurisdiction, domestic or foreign, relating to bankruptcy, insolvency, reorganization or relief of debtors, seeking to have an order for relief entered with respect to it, or seeking to adjudicate it bankrupt or insolvent, or seeking reorganization, composition, extension or other such relief with respect to it or its debts, or seeking appointment of a receiver, trustee, custodian or other similar official for all or substantially all of its assets (a "Bankruptcy Action"), (2) becomes the debtor named in any Bankruptcy Action which results in the entry of an order for relief or any such adjudication or appointment remains undismissed or undischarged for a period of ninety (90) days, or (3) makes a general assignment for the benefit of its creditors, then, in addition to any rights or remedies provided herein or at law or in equity to the holders of the Series A Preferred Stock.

8. The foregoing amendment to the corporation's Restated Articles of Incorporation was duly adopted as of May 26, 2000, by the written consent of the shareholders of the corporation in lieu of a meeting.

\*\*\*\*\*

This Certificate of Amendment was signed as of this 26th day of May, 2000.

By:

  
Peter K. LaRose, Vice President

**MICHIGAN DEPARTMENT OF CONSUMER AND INDUSTRY SERVICES  
CORPORATION, SECURITIES AND LAND DEVELOPMENT BUREAU** *T6*

Date Received <b>MAR 31 2000</b>	ADJUSTED PURSUANT TO TELEPHONE AUTHORIZATION	(FOR BUREAU USE ONLY)
	<i>B. CAHILL</i>	<b>FILED</b> <b>APR 03 2000</b>
Name: Brendan J. Cahill, Dykema Gossett PLLC Address: 1577 N. Woodward Ave., Suite 300 City: Bloomfield Hills State: Michigan Zip Code: 48304		EFFECTIVE DATE: Administrator CORP, SECURITIES & LAND DEV. BUREAU

Document will be returned to the name and address you enter above

*296-45A*

## ARTICLES OF INCORPORATION

For use by Domestic Profit Corporations

*Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), the undersigned corporations execute the following Certificate:*

### ARTICLE I

#### Name

The name of the corporation is BT MERGER COMPANY ✓

### ARTICLE II

#### Purpose

The purpose or purposes for which the corporation is formed is to engage in any activity within the purposes for which corporations may be formed under the Business Corporation Act of Michigan, as amended (the "MBCA").

*T6*  
*#6250 95551 ACK CK*

### ARTICLE III Authorized Shares

The total authorized capital stock of the corporation is 50,000 shares of Common Stock and 10,000 shares of Preferred Stock.

A statement of all or any of the designations and the powers, preferences and rights, and the qualifications, limitations or restrictions thereof is as follows:

#### Preferred Stock

1. Issuance in Series. The Preferred Stock may be issued in one or more series and the shares of all series will rank equally and be substantially identical in all respects, except that with respect to each series the Board of Directors may fix, among other things, the dividends payable thereon, the times and prices of redemption, if any, the amount payable upon liquidation, the retirement or sinking fund, if any, the conversion rights, if any, the restrictions, if any, on the payment of dividends or to retirements of junior stock, the limitations, if any, on the creation of indebtedness or the issuance of stock of equal or prior rank, and the number of shares to comprise each series.
2. Dividend Rights. The Board of Directors is authorized to determine whether, and the terms and conditions upon which, the shares of Preferred Stock of each series will be entitled to receive dividends, and whether such dividends shall be cumulative.
3. Redemption Provisions. The Board of Directors is authorized to determine whether, and the terms and conditions upon which, the shares of Preferred Stock of each series will have redemption rights. The shares of Preferred Stock of each series, if redeemable, will be redeemable at a time so fixed and determined, in whole or in part, and by lot or in such other manner as the Board of Directors may determine.
4. Sinking Fund. The Board of Directors is authorized to determine whether, and the terms and conditions upon which, the shares of Preferred Stock of each series shall be entitled to the benefits of a retirement or sinking fund.
5. Conversion Rights. The Board of Directors is authorized to determine whether, and the terms and conditions upon which, the shares of Preferred Stock of each series shall have conversion or exchange rights.
6. Voting Rights. The Board of Directors is authorized to determine whether, and the terms and conditions upon which, the shares of Preferred Stock of each series shall have voting rights.
7. General. The Board of Directors is authorized to determine any other preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions

relating to the Preferred Stock, or any series thereof, as shall not be inconsistent with this Article III or Michigan law. The terms of any series of Preferred Stock may be amended without consent of the holders of any other series of Preferred Stock or of the Common Stock, provided such amendment does not substantially adversely affect the holders of such other series of Preferred Stock or the Common Stock.

8. Reissue of Reacquired Shares; Issuance of Additional Shares of Same Series. Shares of any series of Preferred Stock which have been issued and reacquired in any manner, including shares redeemed by purchases (whether through the operation of a retirement or sinking fund or otherwise), will have the status of authorized and unissued Preferred Stock and may be reissued as a part of the series of which they were originally a part or may be reclassified into and reissued as a part of a new series.

9. Amendment to Articles of Incorporation. Any resolution of the Board of Directors establishing and designating a series of Preferred Stock and fixing and determining the relevant rights and preferences thereof shall be appropriately filed with the State of Michigan as an amendment to the Articles of Incorporation.

### **Common Stock**

Subject to the preferences accorded the holders of Preferred Stock pursuant to the Articles of Incorporation or action of the Board of Directors taken with respect to such preferences, holders of Common Stock are entitled to receive such dividends as may be declared by the Board of Directors of the corporation from time to time. Subject to the preferences provided in the Articles of Incorporation or action of the Board of Directors taken with respect to such preferences, in the event of any liquidation, dissolution or winding up of the corporation, the holders of Common Stock will be entitled to receive pro rata all the remaining assets of the corporation available for distribution. Holders of Common Stock shall have equal voting and other rights share for share.

## **ARTICLE IV**

### **Registered Office and Resident Agent**

The address and mailing address of the initial registered office is 26935 Northwestern Highway, Suite 520, Southfield, Michigan 48034. The name of the initial resident agent is Peter K. LaRose.

## **ARTICLE V**

### **Limitation of Director Liability**

No director of the corporation shall be personally liable to the corporation or its shareholders for money damages for any action taken, or any failure to take any action, except liability for any of the following: (1) the amount of a financial benefit received by a director to which he or she is

not entitled; (2) intentional infliction of harm on the corporation or its shareholders; (3) a violation of §551 of the MBCA, MCLA 450.1551, MSA 21.200(551); or (4) an intentional violation of criminal law.

If the MBCA hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the corporation, in addition to the limitation on personal liability contained herein, shall be limited to the fullest extent permitted by the amended MBCA as so amended. No amendment or repeal of this Article V shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

## **ARTICLE VI**

### **Compromise, Arrangement, or Plan of Reorganization**

Whenever a compromise or arrangement or any plan of reorganization of this corporation is proposed between this corporation and its creditors or any class of them and/or between this corporation and its shareholders or any class of them, any court of equity jurisdiction within the State of Michigan may, on the application of this corporation or of any creditor or any shareholder thereof, or on the application of any receiver or receivers appointed for this corporation, order a meeting of the creditors or class of creditors, and/or of the shareholders or class of shareholders, as the case may be, to be affected by the proposed compromise or arrangement or reorganization, to be summoned in such manner as said court directs.

If a majority in number, representing three-fourths (3/4) in value of the creditors or class of creditors, and/or of the shareholders or class of shareholders, as the case may be, to be affected by the proposed compromise or arrangement or reorganization, agrees to any compromise or arrangement or to any reorganization of this corporation as a consequence of such compromise or arrangement, said compromise or arrangement and said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the shareholders or class of shareholders, as the case may be, and also on this corporation.

## **ARTICLE VII**

### **Corporate Action Without Meeting of Shareholders**

Any action required or permitted by the MBCA to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, is signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all shares entitled to vote thereon were present and voted. The written consents shall bear the date of signature of each shareholder who signs the consent. No written consents shall be effective to take the corporate action referred to unless, within 60 days after the record date for

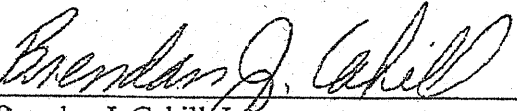
determining shareholders entitled to express consent to or dissent from a proposal without a meeting, written consents dated not more than 10 days before the record date and signed by a sufficient number of shareholders to take the action are delivered to the corporation. Delivery shall be to the corporation's registered office, its principal place of business, or an officer or agent of the corporation having custody of the minutes of the proceedings of its shareholders. Delivery made to a corporation's registered office shall be by hand or by certified or registered mail, return receipt requested.

Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to shareholders who would have been entitled to notice of the shareholder meeting if the action had been taken at a meeting and who have not consented in writing.

#### **ARTICLE VIII** **Incorporator**

The name and business address of the incorporator is Brendan J. Cahill, Dykema Gossett PLLC, 1577 North Woodward Avenue, Suite 300, Bloomfield Hills, Michigan 48304.

I, the incorporator, sign my name this 29th day of March, 2000.

  
Brendan J. Cahill, Incorporator



MICHIGAN DEPARTMENT OF CONSUMER AND INDUSTRY SERVICES  
CORPORATION, SECURITIES AND LAND DEVELOPMENT BUREAU

Date Received

FILED

(FOR BUREAU USE ONLY)

MAY 25 1999

Administrator  
CORP. SECURITIES & LAND DEV. BUREAU

FILED

MAY 25 1999

Administrator  
CORP. SECURITIES & LAND DEV. BUREAU  
05/20/1999 CSALKELD  
Trans 01411580

NEDELMAN

12422  
Total \$50.00

Corps Org & Filing & LLC art

Name

JAMES E. ROMZEK, ESQ.

Address

3000 TOWN CENTER SUITE 2700

City State Zip Code  
SOUTHFIELD MI 48075

EFFECTIVE DATE:

Document will be returned to the name and address you enter above

ARTICLES OF ORGANIZATION

For use by Domestic Limited Liability Companies

(Please read information and instructions on last page)

B 51-309

Pursuant to the provisions of Act 23, Public Acts of 1993, the undersigned execute the following Articles:

ARTICLE I

The name of the limited liability company is: ENTERPRISE NETWORK SOLUTIONS, L.L.C.

ARTICLE II

The purpose or purposes for which the limited liability company is formed is to engage in any activity within the purposes which a limited liability company may be formed under the Limited Liability Company Act of Michigan.

ARTICLE III

The duration of the limited liability company is: PERPETUAL

ARTICLE IV

The address of the registered office is:

3000 TOWN CENTER, SUITE 2700 SOUTHFIELD, Michigan 48075  
(Street Address) (City) (ZIP Code)

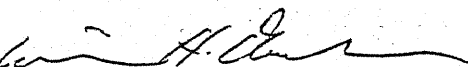
The mailing address of the registered office if different than above:

(P.O. Box) (City) (ZIP Code)

The name of the resident agent at the registered office is: JAMES E. ROMZEK

ARTICLE V (Insert any desired additional provision authorized by the Act; attach additional pages if needed.)

Signed this 17 day of MAY, 19 99

by   
(Signature)

WILLIAM H. OBERLIN, MEMBER  
(Type or Print Name)

(Signature)  
(Type or Print Name)

(Signature)  
(Type or Print Name)

**MICHIGAN DEPARTMENT OF CONSUMER AND INDUSTRY SERVICE  
CORPORATION, SECURITIES AND LAND DEVELOPMENT BUREAU**

06/16/1999 CSALKELD  
Trans 01461987

NEDELMAN ROMZEK

12557  
Total \$15.00

(FOR BUREAU USE)

**FILED**

**JUN 18 1999**

Administrator  
CORP., SECURITIES & LAND DEV. BUREAU

05/20/1999 CSALKELD  
Trans 01411589

NEDELMAN

12422  
Total \$10.00

Crps Org & Filing & LLC art

Crps Org & Fi

EXPIRATION DATE: DECEMBER 31, 2004

Received

ie  
JAMES E. ROMZEK, ESQ.  
ess  
3000 TOWN CENTER, SUITE 2700

State

Zip Code

SOUTHFIELD

MI

48075

Document will be returned to the name and address you enter above

**CERTIFICATE OF ASSUMED NAME**

**For use by Corporations, Limited Partnerships and Limited Liability Companies**

(Please read information and instructions on reverse side)

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), Act 162, Public Acts of 1982 (nonprofit corporations), Act 213, Public Acts of 1982 (limited partnerships), or Act 23, Public Acts of 1993 (limited liability companies), the corporation, limited partnership, or limited liability company in item one executes the following Certificate:

The name of the corporation, limited partnership, or limited liability company is:

ENTERPRISE NETWORK SOLUTIONS, L.L.C.

The identification number assigned by the Bureau is:

B51309

The location of the corporation or limited liability company registered office in Michigan or the office at which the limited partnership records are maintained is:

3000 TOWN CENTER, SUITE 2700

SOUTHFIELD

MI

48075

(Street Address)

(City)

(State)

(ZIP Code)

The assumed name under which business is to be transacted is:

BULLSEYE TELECOM ✓

COMPLETE ITEM 5 ON LAST PAGE IF THIS NAME IS ASSUMED BY MORE THAN ONE ENTITY.

Signed this 17 day of MAY, 19 99

By William H. Oberlin  
(Signature)

WILLIAM H. OBERLIN

(Type or Print Name)

MEMBER

(Type or Print Title)

## MICHIGAN DEPARTMENT OF COMMERCE - CORPORATION AND SECURITIES BUREAU

Date Received

JUN 10 1999

ADJUSTED PURSUANT TO  
TELEPHONE AUTHORIZATION  
James E. Romzek

(FOR BUREAU USE ONLY)

**FILED**

JUN 22 1999

Name

JAMES E. ROMZEK, ESQ.

Administrator  
CORP. SECURITIES & LAND DEV. BUREAU

Address

3000 TOWN CENTER, SUITE 2700

City

SOUTHFIELD

State

MI

Zip Code

48075

06/10/1999 LNEBB  
Trans 01454982

B51-309

12547

Total \$25.00

Crys. Org &amp; Filing &amp; LLC art

EFFECTIVE DATE:

Document will be returned to the name and address you enter above.

## CERTIFICATE OF AMENDMENT TO THE ARTICLES OF ORGANIZATION

For use by Limited Liability Companies

(Please read information and instructions on reverse side)

Pursuant to the provisions of Act 23, Public Acts of 1993, the undersigned limited liability company executes the following Certificate of Amendment:

1. The present name of the limited liability company is:

ENTERPRISE NETWORK SOLUTIONS, L.L.C.

2. The identification number assigned by the Bureau is:

B 5 1 - 3 0 9

3. The date of filing of its original articles of organization was: May 25, 1999

4. The location of its registered office is:

3000 Town Center, Suite 2700

(Street Address)

Southfield

(City)

Michigan 48075

(ZIP Code)

5. Article V of the Articles of Organization is hereby amended to read as follows:

MANAGEMENT OF THE COMPANY WILL BE BY A MANAGEMENT COMMITTEE, WHICH WILL CONSIST OF MANAGERS.

The foregoing amendment to the Articles of Organization was duly adopted on the 27<sup>th</sup> day of MAY, 19 99 as required by Section 502 of the Act by at least a majority vote of the members or by such other vote as required by the articles of organization or the operating agreement.

Signed this 27<sup>th</sup> day of MAY, 19 99By William H. Oberlin

(Signature)

WILLIAM H. OBERLIN

(Type or Print Name)

Member or Manager

(Circle One)

**Exhibit C**

Tennessee Authority

Secretary of State  
Division of Business Services  
312 Eighth Avenue North  
6th Floor, William R. Snodgrass Tower  
Nashville, Tennessee 37243

DATE: 05/20/02  
REQUEST NUMBER: 4508-0114  
TELEPHONE CONTACT: (615) 741-2286  
FILE DATE/TIME: 05/20/02 0909  
EFFECTIVE DATE/TIME: 05/20/02 0909  
CONTROL NUMBER: 0427185

TO:  
BULLSEYE TELECOM, INC.  
25900 GREENFIELD RD  
STE 330  
OAK PARK, MI 48237

RE:  
BULLSEYE TELECOM, INC.  
APPLICATION FOR CERTIFICATE OF AUTHORITY -  
FOR PROFIT

WELCOME TO THE STATE OF TENNESSEE. THE ATTACHED CERTIFICATE OF  
AUTHORITY HAS BEEN FILED WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

A CORPORATION ANNUAL REPORT MUST BE FILED WITH THE SECRETARY OF STATE  
ON OR BEFORE THE FIRST DATE OF THE FOURTH MONTH FOLLOWING THE CLOSE OF THE  
CORPORATION'S FISCAL YEAR. PLEASE PROVIDE THIS OFFICE WITH WRITTEN  
NOTIFICATION OF THE CORPORATION'S FISCAL YEAR. THIS OFFICE WILL MAIL THE  
REPORT DURING THE LAST MONTH OF SAID FISCAL YEAR TO THE CORPORATION AT THE  
ADDRESS OF ITS PRINCIPAL OFFICE OR TO A MAILING ADDRESS PROVIDED TO THIS  
OFFICE IN WRITING. FAILURE TO FILE THIS REPORT OR TO MAINTAIN A REGISTERED  
AGENT AND OFFICE WILL SUBJECT THE CORPORATION TO ADMINISTRATIVE REVOCATION  
OF ITS CERTIFICATE OF AUTHORITY.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR  
FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

FOR: APPLICATION FOR CERTIFICATE OF AUTHORITY -  
FOR PROFIT

ON DATE: 05/20/02

FROM:  
BULLSEYE TELECOM, INC.  
25900 GREENFIELD RD  
STE 330  
OAK PARK, MI 48237-0000

RECEIVED: FEES \$600.00 \$0.00  
TOTAL PAYMENT RECEIVED: \$600.00


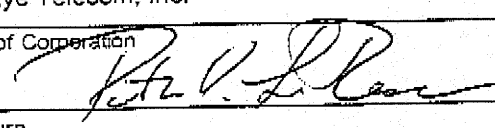
RECEIPT NUMBER: 00003090601  
ACCOUNT NUMBER: 00397193



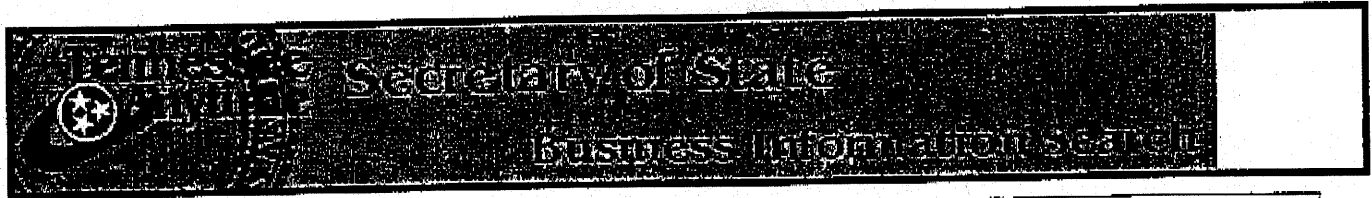
*Riley C. Darnell*

RILEY C. DARNELL  
SECRETARY OF STATE

4-1013 10-1-1-4

<div style="text-align: center;">  <h2 style="margin: 0;">State of Tennessee</h2> <p><b>Department of State</b> Corporate Filings 312 Eighth Avenue North 6th Floor, William R. Snodgrass Tower Nashville, TN 37243</p> </div> <div style="text-align: center; margin-top: 20px;"> <h3>APPLICATION FOR CERTIFICATE OF AUTHORITY (FOR PROFIT)</h3> </div>	<p>For Office Use Only</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="writing-mode: vertical-rl; transform: rotate(180deg);">SECRETARY</div> <div style="writing-mode: vertical-rl; transform: rotate(180deg);">2002 MAY 2</div> <div style="writing-mode: vertical-rl; transform: rotate(180deg);">STATE OF TENNESSEE</div> </div>
<p>Pursuant to the provisions of Section 48-25-103 of the Tennessee Business Corporation Act, the undersigned corporation hereby applies for a certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:</p>	
<p>1. The name of the corporation is <u>BullsEye Telecom, Inc.</u>          *If different, the name under which the certificate of authority is to be obtained is _____</p>	
<p>[NOTES: The Secretary of State of the State of Tennessee may not issue a certificate of authority to a foreign corporation for profit if its name does not comply with the requirements of Section 48-14-101 of the Tennessee Business Corporation Act. *If obtaining a certificate of authority under a different corporate name, an application for registration of an assumed corporate name must be filed pursuant to Section 48-14-101(d) with an additional \$20.00 fee.]</p>	
<p>2. The state or country under whose law it is incorporated is <u>Michigan</u></p>	
<p>3. The date of its incorporation is <u>April 3, 2000</u> (must be month, day, and year), and the period of duration, if other than perpetual, is _____</p>	
<p>4. The complete street address (including zip code) of its principal office is  <u>25900 Greenfield Rd., Suite 330 Oak Park, Michigan/Oakland 48237</u>          Street City State/Country Zip Code</p>	
<p>5. The complete street address (including the county and the zip code) of its registered office in Tennessee and the name of its registered agent is  <u>2908 Poston Avenue Nashville Tennessee/Davidson 37203</u>          Street City State/Country Zip Code          Registered Agent <u>Corporation Service Company</u></p>	
<p>6. The names and complete business addresses (including zip code) of its current officers are: (Attach separate sheet if necessary.)  <u>PLEASE SEE ATTACHED LIST</u></p>	
<p>7. The names and complete business addresses (including zip code) of its current board of directors are: (Attach separate sheet if necessary.)  <u>PLEASE SEE ATTACHED LIST</u></p>	
<p>8. If the corporation commenced doing business in Tennessee prior to the approval of this application, the date of commencement (month, day and year) <u>N/A</u></p>	
<p>9. The corporation is a corporation for profit.</p>	
<p>10. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date/time is _____ (date), _____ (time).          [NOTE: A delayed effective date shall not be later than the 90th day after the date this document is filed by the Secretary of State.]</p>	
<p>[NOTE: This application must be accompanied by a certificate of existence (or a document of similar import) duly authenticated by the Secretary of State or other official having custody of corporate records in the state or country under whose law it is incorporated. The certificate shall not bear a date of more than two (2) months prior to the date the application is filed in this state.]</p>	
<p>May 16, 2002          _____          Signature Date          Vice President, Finance          _____          Signer's Capacity</p>	<p>BullsEye Telecom, Inc.          _____          Name of Corporation            _____          Signature          Peter K. LaRose          _____          Name (typed or printed)</p>
<p>SS-4431 (Rev. 4/01) Filing Fee: \$600 RDA 1678</p>	

## Business Information Search

[Secretary of State  
Office](#)[TennesseeAnytime  
Registration Form](#)[Instructions](#)[Feedback Form](#)

Name	I.D. Number
BULLSEYE TELECOM.INC.	0427185

Business Type*:	CORPORATION
Profit/Nonprofit:	FOR PROFIT
Status*:	ACTIVE
Date of Formation/Qualification:	05/20/2002
Domestic/Foreign:	FOREIGN
Place of Incorporation/Organization:	MI
Duration:	PERPETUAL
FYC(Fiscal Year Closing) Month:	DECEMBER

**Principal Office:**

Address Line 1:	25900 GREENFIELD RD
Address Line 2:	STE 330
City:	OAK PARK
State:	MI
Zip:	48237

**Other than USA:****Registered Agent:**

Name:	CORPORATION SERVICECOMPANY
Address Line 1:	2908 POSTON AVENUE
Address Line 2:	
City:	NASHVILLE
State:	TN
Zip:	37203

**Business Filing History**

\* Important Note: Business filing History includes information about (1) the basis for an inactive status and (2) the current true name and filing status of a business with an assumed name or a changed status.

Note: This information is current as of three working days prior to today's date.

[Do Another Search](#)

## **Exhibit D**

### **Management Profiles**



## **BullsEye Telecom, Inc. Management Profiles**

### **William H. Oberlin - Chairman and Chief Executive Officer**

William Oberlin, Chairman and Chief Executive Officer, is responsible for providing strategic direction, business development and leadership on technology issues. Prior to joining BullsEye he was Chief Executive Officer of Midcom Communications, which he joined in 1996. From 1988 to 1996 he played a key role in the turnaround of Allnet Communications which was sold to Frontier Communications in 1995. Mr. Oberlin began his career in a series of sales and marketing positions, first at New Jersey Bell and subsequently in senior roles at Sprint, DHL Business Systems and the U.S. operations of Cable and Wireless. He holds a bachelor's degree in economics from Rutgers University.

### **Peter K. LaRose - Vice President for Finance and Secretary**

Peter LaRose, Vice President for Finance, has served in a number of senior financial positions, primarily in the telecommunications industry. He began his career with Price Waterhouse and Co., where his service included performing audits for foreign subsidiaries of U.S. and Spanish firms. He served as Vice President of Finance and Controller for MCI Communications and as Vice President of Finance for both Winstar Gateway Networks and for Midcom Communications. Mr. LaRose holds a B.S. in Business Administration from Pennsylvania State University and is a Certified Public Accountant.

### **Bill R. Edwards - Vice President of Customer Operations**

Bill Edwards, Vice President of Customer Operations, brings twenty years of telecommunications service experience to BullsEye Telecom. His work at BullsEye has included key contributions to the design, development and operation of a highly automated order management, service provisioning and customer service infrastructure. His responsibilities include the continued development and operation of many of the non-IT-related components of the Company's back office.

### **Scott R. Loney - Vice President of Marketing**

Scott Loney, Vice President of Marketing, began his career at Allnet Communications where he helped lead an integrated sales and marketing program focused on dedicated T1 voice and data services. After Allnet, he joined Midcom Communications as Director of Marketing, where he led product management for long distance voice and data services and worked extensively in the field of frame relay, Internet and other packet-switched data services. Mr. Loney also served as a marketing consultant with NET-tel Communications. He earned his MBA at the University of Michigan and holds a BA in History and MA in Telecommunications from Michigan State University.

### **Thomas A. Marino - Vice President of Network Operations**

Thomas A. Marino, Vice President of Network Operations, is responsible for network management, business and technology development for new products and service, regulatory affairs and carrier relations. He has 25 years of telecommunications experience in all facets of the construction, operations, and management of long distance telephone, CLEC and data networks. Previously, Mr. Marino has served in executive positions with Excel Communications, Midcom Communications, Frontier Communications, ALC Communications and Sprint Communications, where he was responsible for the design, development and operation of large-scale, national voice and data networking platforms.

### **Tom Tisko - Vice President of Business Operations**

Tom Tisko, Vice President of Business Operations, began his career in information systems and operations management at Electronic Data Systems Corporation where he was responsible for leading and managing teams of systems engineers in resource allocation, technical guidance and career development. From 1995-1999 he served as Operations Manager, and later as General Manager, of AdVal Communications where he was responsible for the successful operation of order management and billing systems, back-office IT functions and customer service. Mr. Tisko holds a combined BS in Computer Science and Business Administration from Michigan Technological University and an MBA from Golden Gate University.

### **Charles L. Schneider, Jr. - Director, Business Development**

Charles L. Schneider, Jr., Director, Business Development, is responsible for regulatory affairs, CABS billing, financial assurance, network vendor invoice auditing, network cost and optimization, vendor relations and program management. He began his career at Allnet Communications where he held positions in Customer Service and Network Planning and Administration. Prior to joining BullsEye, Mr. Schneider was an independent telecom consultant, providing program management, network planning and administration services to such companies as Midcom, Winstar, NETtel and US LEC. He holds a BA in Business Administration from the University of Michigan.

**Exhibit E-1**

Current Financial Statements

Filed under Seal as Confidential

**Exhibit E-2**

**Projected Financial Statements**

**Filed under Seal as Confidential**

### **Exhibit E-3**

#### **Projected Capital Expenditures**

BullsEye Telecom, Inc. does not anticipate nor is the company budgeting for capital expenditures for expanded operations in Tennessee or in any other state. The company offers local exchange service via the ILEC Unbundled Network Element Platform (UNE-P) which does not require such expenditures.

## **Exhibit F**

### **Small & Minority-Owned Telecommunications Business Participation Plan**

**TENNESSEE  
SMALL AND MINORITY-OWNED  
TELECOMMUNICATIONS BUSINESS  
PARTICIPATION PLAN**

**SUBMITTED TO  
TENNESSEE REGULATORY AUTHORITY**

**BY**

**BullsEye Telecom, Inc.**

**SMALL AND MINORITY-OWNED  
TELECOMMUNICATIONS BUSINESS  
PARTICIPATION PLAN**

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## **SMALL AND MINORITY-OWNED TELECOMMUNICATIONS BUSINESS PARTICIPATION PLAN**

### **1. PURPOSE**

- 1.1 This small and minority-owned telecommunications business participation plan ("Plan") is submitted by the Applicant as required by T.C.A. §65-5-212.
- 1.2 The administration of this Plan is the responsibility of the Applicant.

### **2. DEFINITIONS**

- 2.1 The Applicant is a private corporation who resells interexchange telecommunication services of in the state of Tennessee. They are based in Oak Park, Michigan and have no employees, property, or equipment in Tennessee at this time.
- 2.2 As a competitive vendor of telecommunications service, the Applicant is non-dominant in its industry. The nature of the Applicant's business limits their opportunity to support the use of Small and Minority Business in Tennessee. However, let the submission of this Plan evidence their desire to participate as practically possible.
- 2.3 Small and Minority Business - For the purpose of this Plan, "minority business" means a business that is solely owned, or at least fifty-one (51%) of the assets or outstanding stock of which is owned, by an individual who personally manages and controls the daily operations of such business and who is impeded from normal entry into the economic mainstream because of race, religion, sex or national origin and such business has annual gross receipts of less than four million dollars (\$4,000,000) per T.C.A. §65-5-212.

### **3. APPLICANT'S RESPONSIBILITY FOR SMALL AND MINORITY-OWNED TELECOMMUNICATION BUSINESS PARTICIPATION PLAN AND POLICY STATEMENT**

- 3.1 The Applicant intends to afford Small and Minority-Owned Telecommunications Businesses the maximum practicable opportunity to participate in the performance of contracts in accordance with T.C.A. §65-5-212.
- 3.2 The Applicant is a reseller of telecommunications service whose business operations include:
  - (a) Sale and Marketing of Telecommunications Services
  - (b) Customer Care
  - (c) The Applicant uses vendors and suppliers to support their reseller business in the following areas:
    - Telecommunications Service Providers
    - Sales Agents of Telecommunications Services
    - Telecommunications Billing and Collection Services
- 3.3 Peter K. LaRose would coordinate Small and Minority-Owned Telecommunications Business referrals.
- 3.4 Initial Small and Minority-Owned Telecommunications Business contacts for the Applicant would be made through their Coordinator who will seek to identify and include firms in Tennessee through the Department of Economic and Community Development's office of Minority Business Enterprise and Small Business office.

**4. SMALL AND MINORITY-OWNED TELECOMMUNICATIONS BUSINESS PARTICIPATION PLAN PERIOD OF EFFECTIVENESS**

- 4.1** The Applicant will maintain a pro active and continuous approach toward inclusion of such firms in their supplier base. Consequently, their Plan and the associated duties and activities would not have a fixed time period for effective, but rather represent The Applicant' ongoing policies and procedures. The Applicant has no physical presence in Tennessee. When and if their business condition changes in Tennessee, the effectiveness of this Plan would be enhanced.

**5. PLAN ADMINISTRATION**

**5.1 The Applicant's Plan Administrator is:**

Peter K. LaRose  
Vice President - Finance  
BullsEye Telecom, Inc.  
25900 Greenfield Road, Suite 330  
Oak Park, MI 48237  
Telephone: 248-784-2590  
Facsimile: 248-784-2501

- 5.2** The Administrator manages the Plan, as described below in the Administrator's duties. The Administrator has direct interface with procurement personnel, contract administrators, and program and project personnel to ensure compliance with the provisions of the Plan.
- 5.3** The Administrator's specific job duties, as they relate to this Plan and the Applicant's business operations in the state of Tennessee, are as follows:
- (a) Developing and maintaining the Applicant's Supplier Master List which would include a listing of Small and Minority-Owned Telecommunications Businesses in Tennessee who are deemed eligible to be suppliers for the Applicant.
  - (b) Reviewing the Applicant policies and procedures in to ensure that Small and Minority-Owned Telecommunications Businesses in Tennessee have an equitable opportunity to be awarded contracts when possible.
  - (c) Allowing for inclusion of Small and Minority-Owned Telecommunications Businesses in those solicitations for products or service which they are capable of providing.
  - (d) Coordinating activities during the conduct of any compliance review by Tennessee state agencies.
  - (e) Preparing and submitting periodic contracting reports as required.

**6. PLAN TO ASSURE EQUITABLE OPPORTUNITY**

**6.1** The Administrator shall ensure that appropriate source listings and services are properly utilized in support of the Plan. Sources/listings include but are not limited to the following:

- (a) The Applicant approved Master Supplier List.
- (b) Sourcing information received from the Department of Economic and Community Development's Office of Minority Business Enterprise and Small Business Office in Nashville.

**6.2** Outreach efforts will be made as follows:

- (a) The Administrator shall cultivate and maintain a relationship with the Community Development's Office of Minority Business Enterprise and Small Business Office in an effort to locate and qualify capable Small and Minority-Owned Telecommunications Businesses for participation in contracting opportunities.
- (b) The Administrator shall ensure that the Applicant provides adequate and timely consideration of the potentialities of Small and Minority-Owned Telecommunications Businesses in "make-or-buy" decisions.
- (c) The Administrator shall ensure that the Applicant counsels and discusses contracting opportunities with representatives of Small and Minority-Owned Telecommunications Businesses.
- (d) The Administrator shall ensure that the Applicant offers assistance to Small and Minority-Owned Telecommunications Businesses to explain the following:

requests for quotations, progress payments, technical and quality assurance programs, advice on types of business typically being contracted, and the mechanics of procurement requirements and quality expectations.

**7. PLAN REPORTING**

- 7.1** The Applicant will submit such periodic reports and cooperate in those studies or surveys as may be required to determine the extent of compliance with this Plan.
- 7.2** The Applicant Supplier Master List will identify Small and Minority-Owned Telecommunications Businesses in Tennessee. The Supplier Master List shall be utilized in identifying potential contractors.

A handwritten signature in cursive script, reading "Thomas A. Marino", is written over a horizontal line.

Thomas A Marino  
Vice President  
BullsEye Telecom, Inc.

**Exhibit G**

**Notice of Filing**

# CERTIFICATE OF SERVICE

1. Ardmore Telephone Company, Inc.  
P.O. Box 549  
517 Ardmore Avenue  
Ardmore, TN 38449
2. BellSouth Telecommunications, Inc.  
333 Commerce Street  
Nashville, TN 37201-3300
3. CenturyTel of Adamsville  
PO Box 405  
116 Oak Street  
Adamsville, TN 38310
4. CenturyTel of Claiborne  
PO Box 100  
507 Main Street  
New Tazewell, TN 37825
5. CenturyTel of Ooltewah-Collegedale  
PO Box 782  
5616 Main Street  
Ooltewah, TN 37363
6. Citizens Telecommunications Company  
of Tennessee  
PO Box 770  
300 Bland Street  
Bluefield, WV 24701
7. Citizens Telecommunications Company  
of the Volunteer State  
P.O. Box 770  
300 Bland Street  
Bluefield, WV 24701
8. Loretto Telephone Company, Inc.  
P.O. Box 130  
Loretto, TN 38469
9. Millington Telephone Company, Inc.  
4880 Navy Road  
Millington, TN 38053
10. Sprint-United  
112 Sixth Street  
Bristol, TN 37620
11. TDS Telecom-Concord Telephone  
Exchange, Inc.  
PO Box 22610  
701 Concord Road  
Knoxville, TN 37933-0610
12. TDS-Telecom-Humphreys County  
Telephone Company  
PO Box 552  
203 Long Street  
New Johnsonville, TN 37134-0552
13. TDS Telecom-Tellico Telephone Company  
PO Box 9  
102 Spence Street  
Tellico Plains, TN 37385-0009
14. TDS Telecom-Tennessee Telephone  
Company  
P.O. Box 18139  
Knoxville, TN 37928-2139
15. TDS-Crockett Telephone Company, Inc.  
PO Box 7  
Friendship, TN 38034
16. TEC-People's Telephone Company, Inc.  
PO Box 310  
Erin, TN 37061
17. TEC-West Tennessee Telephone Company,  
Inc.  
P.O. Box 10  
244 E Main Street  
Bradford, TN 38316
18. United Telephone Company  
P.O. Box 38  
120 Taylor Street  
Chapel Hill, TN 37034

## CERTIFICATE OF SERVICE

I hereby certify that I have this day served a copy of the BullsEye Telecom, Inc. application for a Certificate of Convenience and Necessity upon the enclosed list of incumbent LECs operating in the state of Tennessee, by mailing such copy by first class mail, postage prepaid.



---

April A. Ingram

February 14, 2003

## **Exhibit H**

### **Toll Dialing Parity Plan**



**BullsEye Telecom, Inc.  
IntraLATA Toll Dialing Parity Plan  
For Tennessee**

**1. Purpose**

In compliance with FCC Order 96-333,38, BullsEye Telecom, Inc. BullsEye Telecom, Inc. ("BullsEye") hereby files its plan for implementing IntraLATA Toll Dialing Parity. The intent of this Plan is to provide a proposal that, upon implementation, would provide customers the ability to select the telecommunications carrier of their choice for routing their intraLATA toll calls.

BullsEye will be following their established guidelines and procedures for implementation of intraLATA Parity of toll calls.

**2. Implementation Date and Areas of Availability**

Upon commencement of service, BullsEye will offer 2-PIC service in all BellSouth states including Tennessee.

For services provided via a BullsEye switch, all switchlines will offer 2-PIC capability.

**3. Method of Selection Process and costs**

BullsEye will follow the 2-PIC strategy established by BellSouth. With the 2-PIC methodology, customers will be able to presubscribe to one telecommunications carrier for interLATA toll calls and presubscribe to the same or different carrier, including their existing local exchange company, for all intraLATA toll calls.

*Existing Customers*

BullsEye has no existing customers in Tennessee. BullsEye proposes to provide intraLATA equal access as a feature of the company's Tennessee local exchange service upon launch of that service. Therefore, no notification to existing Customers is required. Existing customers have a 90-day grace period to make a free intraLATA presubscription selection. No charge applies to carrier changes made within this time limit.

### *New Customers*

Processes will be in place to provide new customers with an opportunity to choose their intraLATA toll carrier from a list of available carriers. The list of intraLATA toll carriers, including BullsEye, will be presented in a competitively neutral manner to new customers who do not make a positive choice for an intraLATA carrier. Customers who do not choose a carrier for intraLATA toll calls will be identified as a "no-PIC" and will have to dial an access code to make intraLATA calls. New customers will have 30 days from the date they order local exchange service to make their free selection. No charge applies to PIC selections made within this time limit. After the time limit expires, the tariffed rate of \$5.00 for PIC changes will apply.

#### **4. Customer Notifications**

Customers will be advised the opportunity to choose an intraLATA toll carrier separate from their interLATA carrier at the time they place an order initiating service. They will also be advised that they may choose a carrier other than their local exchange carrier and that a list of available intraLATA toll carriers is available upon request from customer service. BullsEye also believes that promotional material by other carriers will make customers aware of the choices available to them.

### *Cost Recovery*

BullsEye does not anticipate any charges from BellSouth to implement their Parity Plan and therefor will not be assessing the customer any additional charges.

### *Miscellaneous Items*

**Slamming** - BullsEye will be subject to rules relating to slamming as indicated in Tennessee Regulatory Authority Rule 1220-4-2-. 56, Sections (2) - (19) and 1220-4-2.58, Sections (1)-(16).

**Nondiscriminatory Access** - BullsEye will provide nondiscriminatory access for their customers, including any Resellers, as it relates to access of telephone numbers; operator assistance; directory assistance; and directory listings.

Rules – BullsEye will fully comply with all rules and regulations set forth by the FCC and the TRA.

BullsEye has no applicable rules.

*LATA Associations*

Area	LATA	Prefix
Tennessee	Memphis	468
	Nashville	470
	Chattanooga	472
	Knoxville	474

*Exchange Coverage for Services*

423-207 423-336 423-480 423-584 423-717 423-886 615-219 615-313 615-395 615-599  
423-208 423-337 423-481 423-585 423-718 423-892 615-220 615-314 615-399 615-604  
423-209 423-338 423-482 423-586 423-719 423-893 615-221 615-315 615-401 615-612  
423-212 423-339 423-483 423-587 423-733 423-894 615-222 615-316 615-402 615-631  
423-213 423-344 423-485 423-588 423-744 423-899 615-223 615-317 615-406 615-643  
423-215 423-345 423-487 423-590 423-745 423-902 615-226 615-319 615-407 615-646  
423-217 423-351 423-488 423-594 423-746 423-903 615-227 615-320 615-412 615-650  
423-219 423-354 423-490 423-595 423-751 423-904 615-228 615-321 615-415 615-654  
423-220 423-358 423-493 423-599 423-752 423-905 615-230 615-322 615-416 615-660  
423-221 423-359 423-494 423-602 423-755 423-906 615-231 615-323 615-417 615-661  
423-222 423-365 423-495 423-603 423-756 423-907 615-232 615-325 615-418 615-662  
423-226 423-373 423-496 423-605 423-757 423-908 615-234 615-327 615-419 615-664  
423-227 423-374 423-499 423-608 423-763 423-909 615-235 615-329 615-421 615-665  
423-228 423-376 423-501 423-609 423-766 423-916 615-237 615-330 615-426 615-672  
423-231 423-379 423-504 423-613 423-769 423-918 615-239 615-331 615-428 615-673  
423-235 423-380 423-507 423-614 423-774 423-919 615-240 615-332 615-430 615-696  
423-237 423-382 423-509 423-616 423-775 423-920 615-241 615-333 615-432 615-702  
423-240 423-386 423-510 423-617 423-778 423-921 615-242 615-335 615-441 615-708  
423-248 423-387 423-513 423-618 423-780 423-923 615-244 615-336 615-443 615-714  
423-250 423-389 423-514 423-619 423-784 423-924 615-248 615-337 615-444 615-717  
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423-258 423-397 423-516 423-623 423-802 423-932 615-252 615-341 615-446 615-726  
423-263 423-403 423-517 423-624 423-804 423-933 615-253 615-342 615-449 615-731  
423-265 423-408 423-521 423-625 423-805 423-942 615-254 615-343 615-451 615-733  
423-266 423-413 423-522 423-629 423-806 423-954 615-255 615-344 615-452 615-734  
423-267 423-414 423-523 423-631 423-809 423-961 615-256 615-347 615-453 615-735  
423-268 423-417 423-524 423-632 423-810 423-970 615-257 615-350 615-457 615-736  
423-269 423-420 423-525 423-633 423-814 423-971 615-258 615-351 615-458 615-737

423-272 423-425 423-527 423-634 423-818 423-974 615-259 615-352 615-459 615-740  
423-275 423-426 423-531 423-637 423-819 423-977 615-262 615-353 615-460 615-741  
423-280 423-428 423-539 423-642 423-821 423-980 615-264 615-354 615-463 615-742  
423-281 423-429 423-540 423-645 423-822 423-981 615-269 615-355 615-476 615-743  
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423-285 423-435 423-544 423-658 423-827 423-983 615-272 615-360 615-478 615-746  
423-289 423-436 423-545 423-661 423-837 423-984 615-274 615-361 615-481 615-747  
423-290 423-442 423-546 423-667 423-842 423-985 615-275 615-365 615-482 615-748  
423-296 423-448 423-549 423-670 423-843 423-986 615-279 615-366 615-483 615-749  
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423-304 423-451 423-558 423-674 423-847 423-988 615-284 615-370 615-504 615-770  
423-309 423-452 423-559 423-681 423-850 423-991 615-291 615-371 615-505 615-771  
423-310 423-453 423-562 423-686 423-855 423-992 615-292 615-372 615-508 615-778  
423-312 423-457 423-563 423-687 423-856 423-993 615-295 615-373 615-512 615-780  
423-315 423-458 423-564 423-688 423-867 423-995 615-297 615-374 615-513 615-781  
423-317 423-463 423-565 423-689 423-869 423-996 615-298 615-376 615-516 615-782  
423-318 423-470 423-566 423-690 423-870 615-201 615-299 615-377 615-518 615-783  
423-321 423-471 423-567 423-691 423-873 615-202 615-302 615-382 615-519 615-789  
423-326 423-472 423-570 423-692 423-874 615-206 615-303 615-383 615-524 615-790  
423-327 423-473 423-573 423-693 423-875 615-207 615-304 615-384 615-531 615-791  
423-329 423-475 423-577 423-694 423-876 615-210 615-305 615-385 615-532 615-792  
423-330 423-476 423-579 423-697 423-877 615-214 615-307 615-386 615-542 615-794  
423-332 423-478 423-581 423-698 423-882 615-217 615-308 615-390 615-591 615-797  
423-334 423-479 423-583 423-701 423-883 615-218 615-309 615-391 615-595 615-799  
615-804 615-929 901-278 901-380 901-494 901-605 901-738 901-831 931-358 931-638  
615-806 615-930 901-279 901-381 901-495 901-606 901-743 901-832 931-359 931-639  
615-812 615-936 901-282 901-382 901-496 901-607 901-744 901-833 931-362 931-645  
615-813 615-943 901-285 901-383 901-497 901-608 901-745 901-834 931-363 931-647  
615-816 615-944 901-286 901-384 901-521 901-609 901-746 901-836 931-379 931-648  
615-817 615-948 901-287 901-385 901-522 901-610 901-747 901-850 931-380 931-659  
615-821 615-951 901-288 901-386 901-523 901-612 901-748 901-853 931-381 931-670  
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615-832 615-972 901-323 901-396 901-529 901-624 901-755 901-878 931-424 931-723  
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615-837 615-978 901-329 901-412 901-534 901-638 901-759 901-887 931-454 931-762  
615-838 901-209 901-330 901-413 901-535 901-639 901-761 901-922 931-455 931-764  
615-847 901-213 901-332 901-418 901-536 901-640 901-762 901-925 931-461 931-766  
615-848 901-216 901-335 901-421 901-537 901-641 901-763 901-926 931-465 931-796

615-849 901-220 901-336 901-422 901-538 901-642 901-764 901-934 931-468 931-801  
615-851 901-221 901-337 901-423 901-539 901-644 901-765 901-935 931-469 931-808  
615-855 901-222 901-340 901-424 901-541 901-645 901-766 901-937 931-486 931-827  
615-859 901-223 901-344 901-425 901-542 901-646 901-767 901-942 931-487 931-840  
615-860 901-224 901-345 901-426 901-543 901-648 901-769 901-946 931-489 931-857  
615-862 901-226 901-346 901-427 901-544 901-658 901-771 901-947 931-490 931-905  
615-865 901-227 901-348 901-433 901-545 901-659 901-772 901-948 931-503 931-906  
615-867 901-229 901-352 901-434 901-546 901-660 901-773 901-954 931-527 931-920  
615-868 901-231 901-353 901-441 901-547 901-661 901-774 901-967 931-540 931-937  
615-870 901-233 901-354 901-442 901-550 901-663 901-775 901-968 931-551 931-962  
615-871 901-235 901-355 901-444 901-552 901-664 901-777 901-976 931-552 931-964  
615-872 901-237 901-356 901-447 901-561 901-668 901-779 901-983 931-553 931-967  
615-874 901-241 901-357 901-448 901-565 901-678 901-783 901-986 931-560 931-968  
615-876 901-242 901-358 901-452 901-566 901-680 901-784 901-987 931-561 931-980  
615-880 901-244 901-360 901-454 901-568 901-681 901-785 901-988 931-572 931-987  
615-882 901-245 901-362 901-458 901-569 901-682 901-786 901-989 931-580  
615-883 901-246 901-363 901-465 901-570 901-683 901-787 931-206 931-582  
615-884 901-253 901-365 901-466 901-572 901-684 901-788 931-212 931-583  
615-885 901-254 901-366 901-475 901-573 901-685 901-789 931-215 931-598  
615-886 901-256 901-367 901-476 901-574 901-686 901-790 931-216 931-607  
615-889 901-258 901-368 901-481 901-575 901-692 901-794 931-220 931-619  
615-890 901-262 901-369 901-482 901-576 901-703 901-795 931-221 931-622  
615-893 901-263 901-370 901-483 901-577 901-721 901-797 931-224 931-623  
615-895 901-264 901-371 901-484 901-578 901-722 901-803 931-232 931-624  
615-896 901-265 901-372 901-485 901-579 901-723 901-818 931-235 931-625  
615-898 901-266 901-373 901-486 901-580 901-724 901-820 931-270 931-626  
615-902 901-267 901-374 901-487 901-581 901-725 901-821 931-281 931-627  
615-904 901-268 901-375 901-488 901-583 901-726 901-824 931-285 931-628  
615-907 901-269 901-376 901-489 901-584 901-728 901-825 931-290 931-629  
615-912 901-272 901-377 901-490 901-593 901-729 901-826 931-296 931-632  
615-918 901-274 901-378 901-491 901-603 901-734 901-827 931-318 931-636  
615-923 901-276 901-379 901-493 901-604 901-737 901-828 931-326 931-637

**Exhibit I**  
**Prefiled Testimony**

**BEFORE THE CORPORATION COMMISSION**  
**OF THE STATE OF TENNESSEE**

In the Matter of	)	
<b>BullsEye Telecom, Inc.</b>	)	TRA Docket No. _____
For a Certificate to Provide Competing	)	
Local Exchange Telecommunications Services	)	

**Testimony of Peter K. LaRose, Vice President**

**on behalf of**

**BullsEye Telecom, Inc.**

**I, Peter K. LaRose, do hereby testify as follows in support of the application of BullsEye Telecom, Inc. ("BullsEye") for a Certificate of Convenience and Necessity as a competing telecommunications service provider to provide facilities-based local exchange and exchange access telecommunications services throughout the State of Tennessee.**

**Q. Please state your name, title and business address.**

A. My name is Peter K. LaRose. My business address is 25900 Greenfield Road, Suite 330, Oak Park, Michigan 48237.

**Q. On whose behalf are you testifying in this proceeding?**

A. I am testifying on behalf of BullsEye Telecom, Inc., the Applicant in this Cause.

**Q. What is your position and responsibilities with BullsEye Telecom, Inc. ?**

A. I am Vice President of Finance for BullsEye Telecom, Inc.. I oversee the accounts receivables and payable of the company and handle all of the company's financial filings and dealings.

**Q. Please describe your previous professional experience.**

A. I graduated from Pennsylvania State University with a B.S. in Business Administration. I am also a Certified Public Accountant I began my career with Price Waterhouse and Co., where my service included performing audits for foreign subsidiaries of U.S. and Spanish firms. I served as Vice President of Finance and Controller for MCI Communications and as Vice President of Finance for both Winstar Gateway Networks and for Midcom Communications.

**Q. What is the purpose of your testimony?**

A. The purpose of my testimony is to demonstrate that BullsEye's application for a certificate to become a telecommunications carrier to provide facilities-based local exchange and exchange access services is in the public interest. I also explain the services that the company proposes to offer in Tennessee.



**Q. Are all Statements in BullsEye's application true and correct to the best of your knowledge, information and belief?**

A. Yes. I have reviewed the complete application package and believe it to be true and correct to the best of my knowledge, information and belief.

**Q. Is BullsEye authorized to do business in Tennessee?**

A. Yes. BullsEye received a Certificate of Authority from the Tennessee Secretary of State dated May 20, 2002, authorizing it to do business in Tennessee as a foreign corporation. The company remains in good standing in the state of Tennessee. A copy of the Certificate of Authority was attached as Exhibit C to the Company's Application.

**Q. Please describe the authority for which BullsEye has applied in Tennessee.**

A. BullsEye is asking that the Commission issue a Certificate of Public Convenience and Necessity authorizing BullsEye to provide facilities-based local exchange and exchange access services in Tennessee.

**Q. In what geographic area does BullsEye request authority to provide local exchange services?**

A. BullsEye initially intends to offer service in the area presently served by BellSouth.

**Q. Please describe BullsEye's managerial qualifications.**

A. BullsEye has the managerial resources necessary to provide customers in the State of Tennessee with high quality telecommunications services. The members of BullsEye's senior management team have extensive management and telecommunications experience. BullsEye is guided by William H. Oberlin, its Chairman and CEO. Exhibit D of the company's Application provides biographies for the BullsEye management team that demonstrates BullsEye's managerial expertise to provide the services for which authority is requested.

**Q. Please describe BullsEye's technical qualifications.**

A. The senior management team of BullsEye has a varied and detailed background in telecommunications. In addition, BullsEye has experience offering local exchange services on a facilities-basis in Illinois, Michigan and Ohio. The Company presently has 4,975 local exchange customers.

**Q. Is BullsEye financially qualified to provide the local exchange services it proposes within Tennessee?**

A. Yes. BullsEye has ample resources to develop, implement and operate its proposed Tennessee network and provide the services for which authority is requested. The Company is not planning to install any plant or equipment in the state. Serving additional markets via UNE-P does not require any capital investment. The incremental cost of expansion is minimal. The Company has submitted its financial statements for year end 2000 and 2001 as confidential.

BullsEye Telecom is a start-up company and is still incurring losses as it builds its customer base. The Business plan has always been fully funded and thus the company has sufficient cash to reach the point where it will be profitable and where cash flow will break even. The most recent financial projections demonstrate that BullsEye Telecom will be cash flow positive and profitable in early 2003. Once those milestones are achieved the company will begin to reduce its Accumulated Deficit with earnings. Financially BullsEye Telecom has sufficient resources to reach profitability without any additional funds.

**Q. Please describe the types of services that BullsEye will offer in Tennessee.**

A. BullsEye will provide local exchange service and custom calling features primarily to business customers. Local exchange service will allow customers to purchase interLATA and intraLATA services at competitive rates.

**Q. Will BullsEye offer service to all consumers within its service area?**

A. The company's primary market is business customers. However, if residential customers are satisfied with the company's tariffed offerings, they will be made available to such customers.

**Q. Will BullsEye's proposed local exchange tariff contain all material terms and conditions applicable to its provisioning of local exchange services?**

A. Yes. All applicable terms, including those required by the Commission, will be set for in the Company's tariff. BullsEye understands that it will be necessary for it to obtain Commission approval of its local exchange tariff prior to providing such services in Tennessee.

**Q. What facilities will BullsEye use to provide its proposed services?**

A. BullsEye will offer services through a UNE-P arrangement with BellSouth.

**Q. Does BullsEye currently offer service in Tennessee?**

A. No, however the company has filed a long distance reseller application in the state.

**Q. How will BullsEye handle customer service matters?**

A. BullsEye will provide comprehensive support services to its customers. Customer service is available through a toll free telephone number. Live customer service through trained representatives is available 7am - 6pm EST Monday through Friday. The company has personnel on call for after hours emergency situations. Customers may reach the company via toll free telephone number or via the internet.

**Q. Does BullsEye currently offer service in other jurisdiction?**

A. Yes. BullsEye currently offers local and long distance services in Indiana, Illinois, Michigan, Ohio and Wisconsin. The company is certificated to offer the same services in the following states: California, Colorado, Florida, Georgia, Iowa, Kansas, Maryland, Massachusetts, Minnesota, Missouri, New Hampshire, New Jersey New York, North Carolina, Oklahoma, Pennsylvania, Rhode Island, Texas, Virginia and Washington.

**Q. Does BullsEye plan to offer local exchange telecommunications services in areas served by any incumbent local exchange telephone company with fewer than 100,000 access lines?**

A. No. Z-Tel will offer service in the territory currently served by BellSouth.

**Q. Briefly describe how approval of BullsEye's Application is in the public interest.**

A. Granting BullsEye's application will introduce a telecommunications service provider committed to providing high quality, innovative, and technologically advanced services that will further increase telecommunications competition within the State of Tennessee. BullsEye's network will utilize state-of-the art technology. BullsEye's service offerings will increase consumer choice, improve the quality and efficiency in telecommunications services and will likely lead to the reduction of consumer costs, as well as stimulate development of additional services by providing competitive incentives to other providers. While Tennessee has experienced some of the benefits of competition, such competition has been mainly for large business customers. BullsEye plans to bring the benefits of meaningful local

exchange competition primarily and foremost to Tennessee's residential consumers, a first for Tennessee. Thus, granting BullsEye's application is in the public interest.

**Q. Does BullsEye intend to comply with all TRA rules, statutes, and orders pertaining to the provision of telecommunications services in Tennessee, including those for disconnection and reconnection of service?**

A. Yes. BullsEye intends to comply with all TRA rules, statutes and orders pertaining to the provisioning of telecommunications services in Tennessee, including those for disconnection and reconnection of service.

**Q. Has any state ever denied or revoked BullsEye's authorization to provide intrastate service?**

A. No.

**Q. Has BullsEye ever been investigated or sanctioned by any regulatory authority for service or billing irregularities?**

A. No.

**Q. Who is knowledgeable about BullsEye's operations and will serve as the company's regulatory contact?**

A. Thomas Marino - Vice President of Operations will serve as the company's regulatory contact.

**Q. Does this conclude your testimony at this time?**

A. Yes.

## **Exhibit J**

### **Customer Complaints**

# Informal PUC Complaint History For Year 2002-2003

## Resolutions Summary

Type	Michigan	Illinois	Indiana	Ohio	Wisconsin	
Repair	1			1		1 CPE Fault
Billing	4			1		2 Acct Credited
Term	1			1		1 Acct Credited
Slamming	8	2		4		11 Transaction Authorized
Service Order	1					1 Provided clarification
Unauthorized	1			2		2 TPV Auth
Cancellation	1			2		2 Acct Credited
Rates	1					
Wrong WTN				1		1 Unauthorized User
Totals	18	2		12		1 Processing error
						1 Migrated to other CXR
						1 Issued Credit

# Informal AG Complaint History For Year 2002-2003

Type	Michigan	Illinois	Indiana	Ohio	Wisconsin	
Billing	1					1 Acct Credit
Term	2	1		1		3 Term Agreement Valid
Do Not Call	1					1 Added to No Call List
Slamming	1	1				1 Cust. Confused -TPV
Wrong WTN	1					1 Customer wrong WTN
Unauthorized	1	1				2 Unauthorized User
Totals	7	3		1		

# Informal FCC Complaint History For Year 2002-2003

Type	Michigan	Illinois	Indiana	Ohio	Wisconsin	
Unauthorized				1		1 Person Not Authorized
Slamming		1				1 Transaction Authorized
Totals		1		1		
Grand totals	25	6		14		

Resolution Totals: 31 11 3 45

## Open Complaints

Type	Michigan	Illinois	Indiana	Ohio	Wisconsin
Unauthorized	1				
Term	4				
Billing	4				
Suspended	1				
Slamming	2				